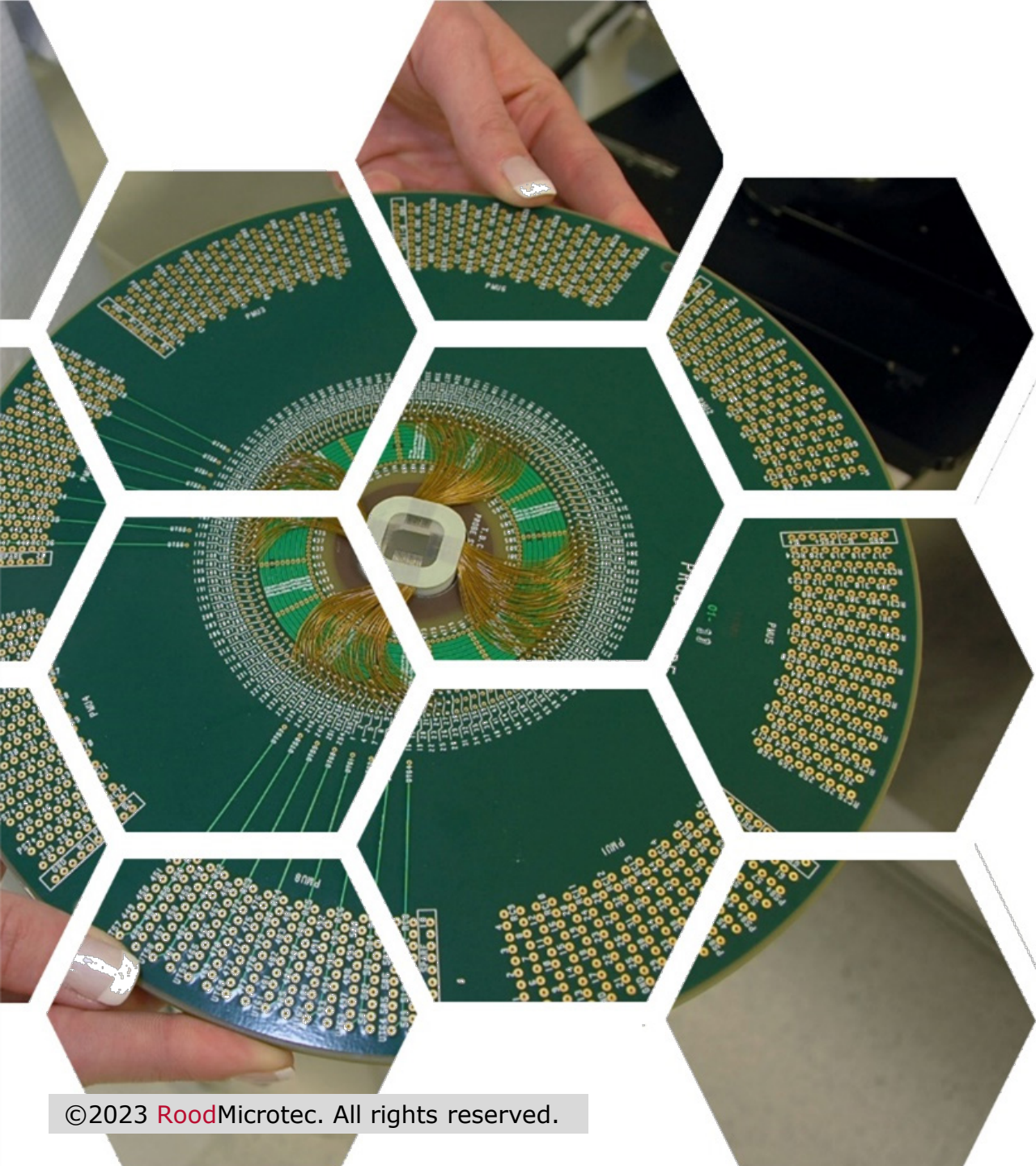


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Opening and announcements

Ruud van der Linden
Chairman - Supervisory
Board



Martin Sallenhag
CEO
(via Teams)



Marc Verstraeten
Supervisory Board



Arvid Ladega
CFO






General comments





- As RoodMicrotec is an international company, the meeting will be held in English
- For the purpose of minting, the meeting will be recorded. The minutes of the EGM will be prepared by the company's (substitute) civil law notary, Mr. Olav Klaver of Bird & Bird
- The order of the meeting is determined in accordance with the agenda of the EGM
- Please only ask questions for the item on the agenda that is being discussed
- When the Chairman gives the floor to you, please identify yourself and speak loud and clear (for the recording)
- The EGM was convened by the Board of Management and Supervisory Board on 31 August 2023
- The EGM's registration date was 21 September 2023
- All documents for the EGM have been published on the corporate website of the Company, have been available free-of-charge via ABN AMRO and have been made available for inspection at the Company's office
- Voting by the shareholders present will take place by raising the voting cards that have been provided to you before the meeting
- Please put your mobile phone on mute or flight modus

Third Quarter 2023 Trading Update & Outlook 2023

Third Quarter 2023 Trading Update:

-  Total income for the third quarter of 2023 was EUR 4.2 million (2022: EUR 4.3 million)
-  Total income for the first nine months of 2023 was EUR 12.9 million (2022: EUR 11.6 million)
-  Order book value increased compared to the beginning of the quarter

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%, excluding the advisory expenses incurred for the public offering process
-  This projection is in line with the financial targets earlier communicated to the financial market
-  The geopolitical situation in the world and the trends with higher inflation, rising prices and increasing interest rates 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

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Sequence of events

- Strategic review of options to reposition RoodMicrotec
- Boards unanimously favored strategic M&A (joining a larger ecosystem)
- Offer by Microtest follows on a process in which various parties were approached to assess their interest
- Following careful evaluation of the financial and non-financial aspects of the Offer and assisted by financial and legal advisers, the Boards concluded that the Offer is in the best interest of RoodMicrotec and all of its stakeholders

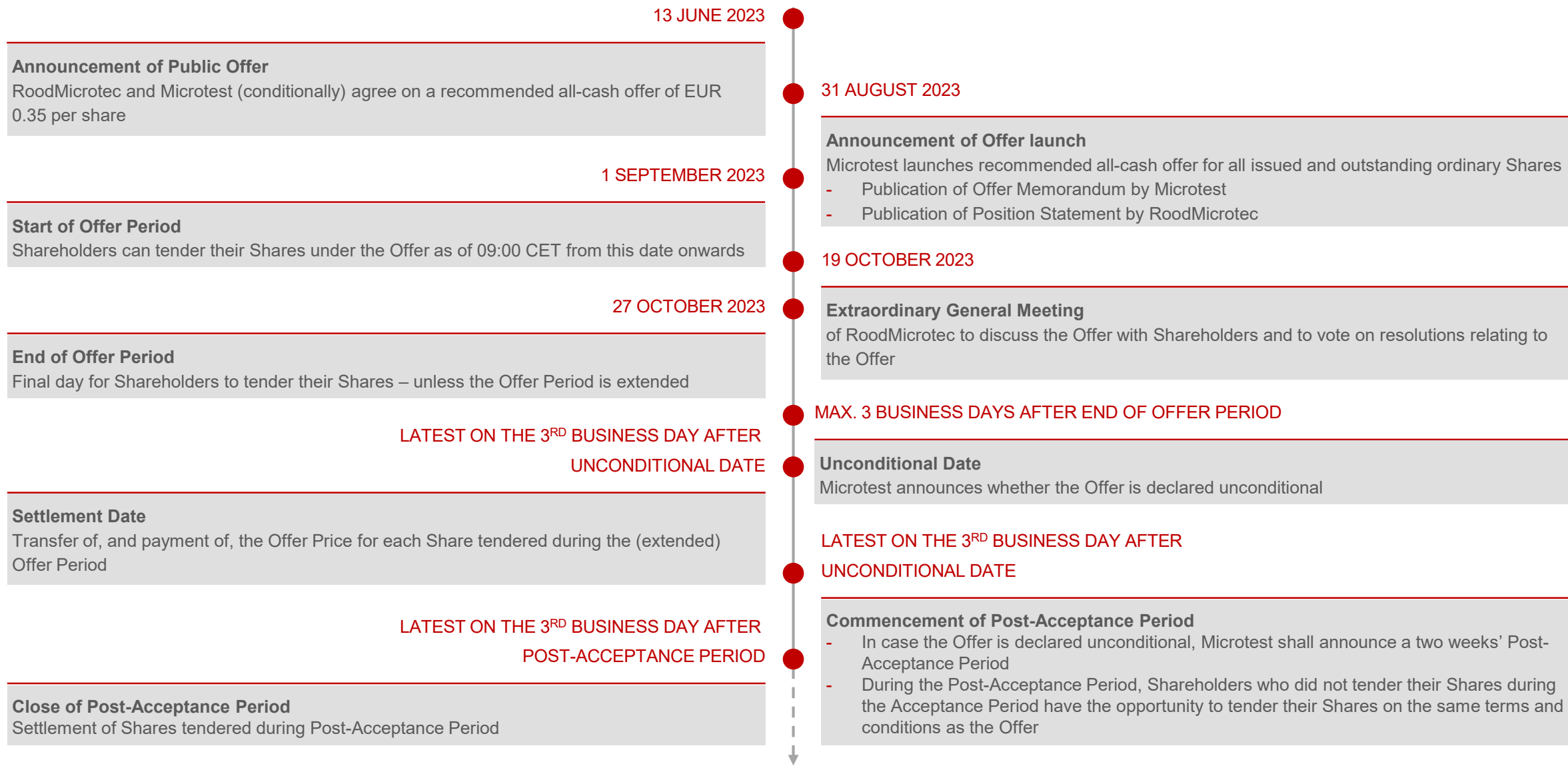
Strategic rationale of the transaction

- Better serve customers' increasingly sophisticated needs
- Be in a better position to deal with complex and growing semiconductor market and ride its fundamental trends
- Wider and balanced services portfolio addressing a broader range of customers
- Cross-selling activities
- Better geographical coverage
- Optimization of supply chain
- Advantages due to delisting

Financial assessment

- Various valuation methods together with financial advisers, including:
 - Discounted Cash Flow analysis
 - Comparable Company and Comparable Transaction analyses
 - Premia in comparable Dutch public offers
- Offer price provides a certain and immediate premium for shareholders, recommended by the Boards
 - 35.7% to closing price on 12 June 2023
 - 49.5% to the volume-weighted average price per Share on Euronext Amsterdam for the three (3) month period prior to and including 12 June 2023
 - 54.9% to the volume-weighted average price per Share on Euronext Amsterdam for the six (6) month period prior to and including 12 June 2023
 - 61.0% to volume-weighted average price per Share on Euronext Amsterdam for the twelve (12) month period prior to and including 12 June 2023
- Financial assessment supported by fairness opinion from AXECO Corporate Finance

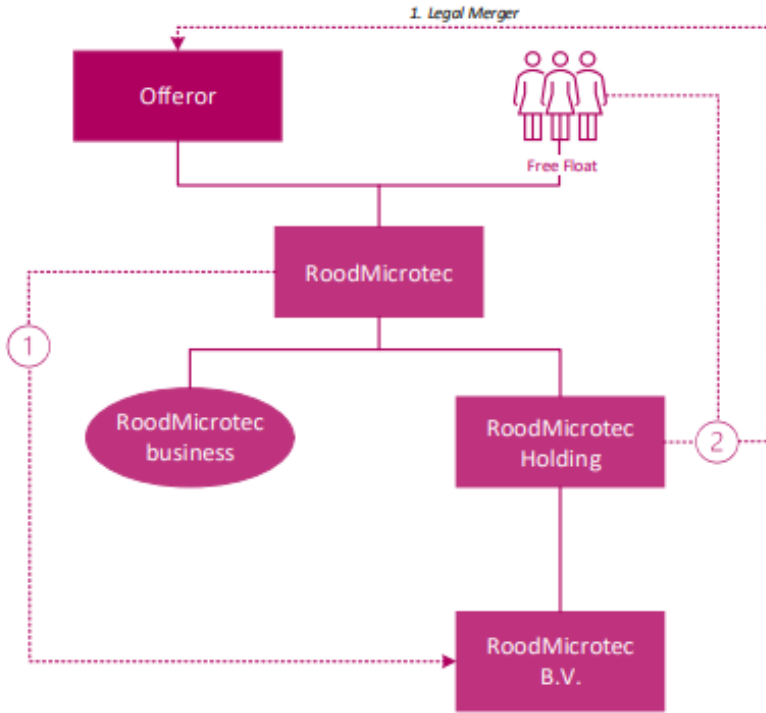
Timeline for RoodMicrotec N.V. shareholders regarding the Public Offer made by Microtest



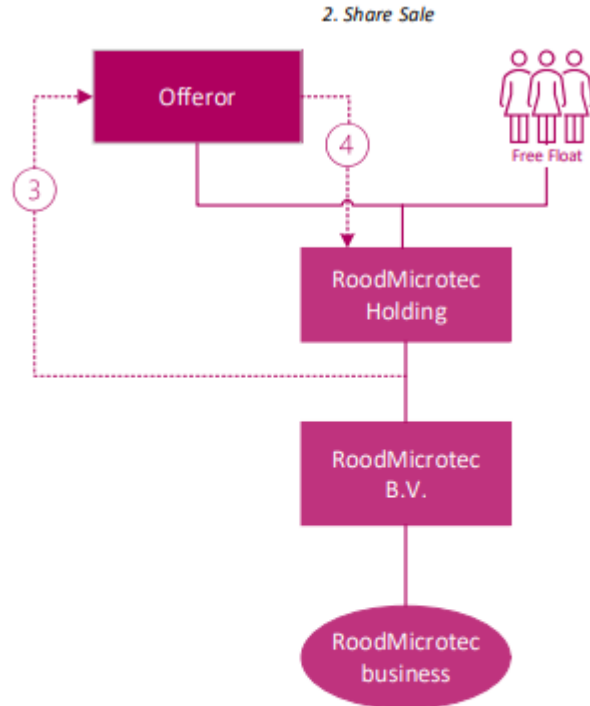
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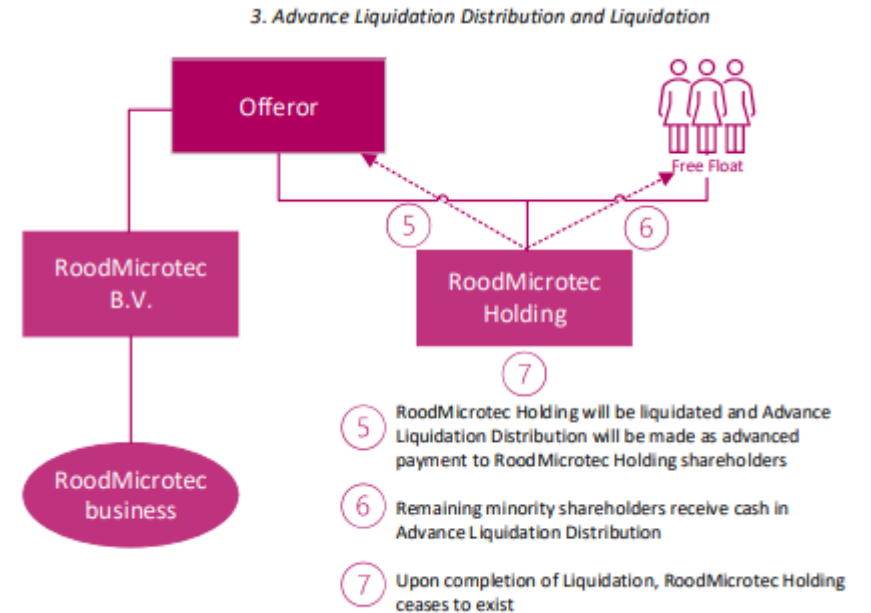
Post-Closing Restructuring



- 1 RoodMicrotec merges in to RoodMicrotec B.V.
- 2 As part of the merger, RoodMicrotec Holding allots shares to former RoodMicrotec shareholders (the Offeror and remaining minority shareholders). Exchange ratio of 1:1 (for each RoodMicrotec share, one RoodMicrotec Holding share of same class)



3. RoodMicrotec Holding sells and transfers RoodMicrotec B.V. shares to Offeror
4. The Offeror pays for the RoodMicrotec B.V. shares the Offer Price multiplied by the number of shares immediately prior to the Legal Merger, in cash (equal to % of outstanding Shares not held by the Offeror)



- 5 RoodMicrotec Holding will be liquidated and Advance Liquidation Distribution will be made as advanced payment to RoodMicrotec Holding shareholders
- 6 Remaining minority shareholders receive cash in Advance Liquidation Distribution
- 7 Upon completion of Liquidation, RoodMicrotec Holding ceases to exist

Post-Closing Restructuring Resolution

- Legal merger
- Share Sale and the Share Transfer
- Liquidation
- Advance Liquidation Distribution

Voting item

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Composition of the Supervisory Board

Two current members



Ruud van der Linden

- Chairman - Supervisory Board of **RoodMicrotec**
- Board member since 2021



Marc Verstraeten

- Supervisory Board of **RoodMicrotec**
- Board member since 2019

Three new members



Giuseppe Amelio

- CEO & Founder of Microtest
- Responsible for overall management
- Founded Microtest in early 2000s





Franco Prestigiacomo

- Founding partner and managing director of Xenon
- Chairman of Microtest
- At Xenon since 2000



Stefano Calabro

- Investment execution at Xenon
- Responsible for portfolio management
- At Xenon since 2008

-  The gender diversity quota requirement prevents their appointment to the Supervisory Board as long as **RoodMicrotec** is listed
-  As a consequence, Mr. Giuseppe Amelio, Mr. Franco Prestigiacomo and Mr. Stefano Calabrò will initially be appointed by the Supervisory Board as observers to the Supervisory Board

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Conditional appointment of Mr. Luca Civita as a member of the Board of Management, with effect as per the Settlement Date

- Proposed to appoint Mr. Luca Civita as a member of the Board of Management

Voting item



- Luca Civita joined Xenon in October 2019
- Currently in charge of management of portfolio companies of Xenon
- Prior to joining Xenon, Mr. Civita was Senior M&A manager at Enel X, management consultant at Booz & Company and analyst at 4D Global Energy Advisors
- Conditional appointment, with effect as per the Settlement Date

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Conditional amendment to the articles of association of the Company as per Settlement

Voting item

- Proposed amendments mainly relate to:
 - Changes to the composition of the Supervisory Board, so that it shall at least consist of two independent Supervisory Board members
 - Changes to the appointment mechanism of Supervisory Board members
 - A general alignment of the articles of association with mandatory Dutch law and market practice

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Conditional conversion and amendment to the articles of association of the Company as per Delisting (voting item)

Voting item

- Proposed amendments mainly relate to:
 - The conversion of the Company from a public company into a private company with limited liability
 - The removal of provisions that apply to companies with shares admitted for trading on a regulated market
 - Governance provisions relating to the Company being privately held as a subsidiary of the Offeror
 - A list of matters that require the prior approval of the Supervisory Board

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 Q&A

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

Stay healthy!



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