

Voting proxy and –instruction

Proxy for the Annual General Meeting of Shareholders of RoodMicrotec N.V. on Tuesday June 7, 2016, 2.00 p.m. at Euronext Stock Exchange, Beursplein 5, Amsterdam, the Netherlands.

The undersigned: _____

(please fill in the full and legal name of the (legal) person holding the shares)

herewith grants a proxy to:

to be present at the abovementioned General Meeting of Shareholders on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise the voting rights that are connected to all the shares held by the undersigned according to the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution. This proxy is governed by Dutch law.

Voting instruction:

Agenda item		For	Against	Abstain
3	Adoption of the annual report 2015, including the risk policy and the corporate governance policy, and the 2015 financial statements			
4	Discharge of the board of management in respect of its management during the reporting year			
5	Discharge of the supervisory board in respect of its supervision during the reporting year			
6	Adoption of result appropriation proposal			
7	Proposal to appoint M. Sallenhag as CEO/CTO and R. Pusch as COO/CSO, managing director of RoodMicrotec N.V.			
8	Proposal to appoint Ph. Nijenhuis as a member of the Supervisory Board			
9	Proposal for the intention to amend the articles of association, partly due to the proposed change to a one-tier board governance model			
10	Appointment of the auditor for the 2016 to 2018 financial years			

Please complete this proxy form and voting instruction and send it timely to your bank or intermediary in connection with the deadline for registration. Your bank or intermediary must notify your presence at the meeting and state the number of shares held by you at the registration date of May 10, 2016.

Signed at _____ Date: _____

Signature shareholder _____