

Voting proxy and –instruction

Zwolle • Bath • Nördlingen • Stuttgart

Proxy for the Annual General Meeting of Shareholders of RoodMicrotec N.V. on Thursday 23 May 2019, at 3.00 p.m. at EURONEXT Amsterdam, 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 above mentioned 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
4	Adoption of the annual report 2018, including the risk policy and the corporate governance policy, and the 2018 financial statements			
5	Result appropriation			
6	Discharge of the Board of Management in respect of its management during the reporting year			
7	Discharge of the Supervisory Board in respect of its supervision during the reporting year			
8	Proposal to appoint A. Ladega as member of the Board of Management for a 4-year period			
9	Proposal to re-appoint V. Tee as member of the Supervisory Board for a 2-year period			
10	Proposal to appoint M. Verstraeten as member of the Supervisory Board for 4-year period			
11	Delegation to the Board of Management of the authority to issue shares and to grant rights to acquire shares			
12	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			
13	Authorization of the Board of Management to repurchase shares in the Company			
14	Proposal to amend the articles of association, to change the corporate seat to Deventer (voting item).			

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 April 25, 2019.

Signed at _____ Date: _____

Signature shareholder _____