

**Excerpt from the minutes of the annual general meeting of shareholders ("Meeting") of RoodMicrotec N.V. (the "Company") held on Thursday 23 May at 15:00 CEST at the Amsterdam Stock Exchange (Euronext), Beursplein 5, 1012 JW Amsterdam, The Netherlands.**

---

At the AGM, inter alia the following resolutions were validly taken:

**As per agenda item 4 – Financial Statements for 2018:**

The Supervisory Board has approved the Financial Statements for 2018 drawn up by the Board of Management. The Financial Statements were published on 04 April 2018 and are now submitted for adoption by the Meeting.

**As per agenda item 5 – Result appropriation:**

In view of the cyclical nature of the semiconductor industry, the capital-intensive nature of the Company's activities and the planned growth, in accordance with clause 27.2 of the articles of association the Board of Management has resolved with the approval of the Supervisory Board that the result achieved will be added to the reserves and reinvested in the Company.

**As per agenda item 6 – Release from liability of the members of the Board of Management:**

It is proposed to the Meeting that the members of the Board of Management be released from liability in respect of their managerial activities (see clause 29.3(c) of the Company's articles of association).

**As per agenda item 7 – Release from liability of the members of the Supervisory Board:**

It is proposed to the Meeting that the members of the Supervisory Board be released from liability in respect of their supervisory role (see clause 29.3(c) of the Company's articles of association).

**As per agenda item 8 – Proposal to appoint Arvid Ladega as member of the Board of Management for a 4-year period:**

To appoint Mr. A. Ladega as a member of the Board of Management in accordance with the nomination of the Board of Management for a period of four years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2023.

**As per agenda item 9 – Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board for a 2-year period:**

To appoint Mr. V. Tee as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of two years with effect from the date of the Meeting, ending by close of the annual general meeting to be held in 2021.

**As per agenda item 10 – Proposal to appoint Mr. Marc Verstraeten as a member of the Supervisory Board for a 4-year period:**

To appoint Mr. Marc 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 to be held in 2023.

**As per agenda item 11 - Delegation to the Board of Management of the authority to issue shares and to grant rights to acquire shares:**

To appoint the Management Board as the body of the Company which, subject to the approval of the Supervisory Board, is authorized to issue ordinary shares - including granting the right to subscribe for 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 and limited to (i) 10% of the number of shares of the Company that are issued at the time of the Meeting and (ii) to an additional 10% of the number of shares of the company that are issued at the time of the Meeting in case of an issue related to a merger or acquisition. This authorization is granted for a period of 18 months from the date of the Meeting (i.e. up to and including 23 November 2020).

**As per agenda item 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:**

To appoint the Management Board as the body of the Company which, subject to the approval of the Supervisory Board, is authorized to limit or exclude any pre-emptive rights of existing shareholders when shares or rights to subscribe for shares are issued, for a period of 18 months from the date of the Meeting (i.e. up to and including 23 November 2020).

**As per agenda item 13 – Authorization of the board of Management to repurchase shares in the Company:**

In accordance with clause 9 of the Company's articles of association, it is proposed that the Meeting authorizes the Board of Management, subject to the approval of the Supervisory Board, to acquire shares in the capital of the Company for 18 months period, to be calculated from the date of the Meeting (i.e. up to and including 23 November 2020) by way of repurchase, via the stock exchange or otherwise, up to a maximum of 10% of the issued capital and for a consideration of at least EUR 0.01 per share and which may not exceed the average closing price on Euronext Amsterdam during five consecutive trading days preceding the date of repurchase increased by 10% .

**As per agenda item 14 - Proposal to amend the articles of association, to change the corporate seat to Deventer:**

To amend the Company's articles of association, changing the seat of the Company to Deventer and to authorize each member of the Board of Management and every (deputy) civil-law notary, paralegal and notarial assistant at Bird & Bird LLP, to have the notarial deed containing the proposed amendments to the articles of association executed should the proposed amendments to the articles of association, in the absolute discretion of the Board of management, be implemented.

An overview of all resolutions passed and the exact voting results of the Meeting shall be made available on the company's website - [www.roodmicrotec.com](http://www.roodmicrotec.com).

---

Mr. Victor George Tee  
Chairman of the Meeting and Chairman of the Supervisory Board  
Date: May 23, 2019

---

Mr. A. Ladega  
Secretary of the Meeting  
Date: May 23, 2019