

Agenda
for the Annual General Meeting of Shareholders
to be held on Thursday June 10, 2021 at 15:00 CEST by webcast
(www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting)

RoodMicrotec N.V.
with its registered office in Deventer, the Netherlands

1. Opening and announcements.
2. Annual Report for the 2020 financial year:
 - (a) Report of the Board of Management on the Company's activities during the 2020 financial year, including risk policy and corporate governance policy;
 - (b) Report of the Supervisory Board on the 2020 financial year;
 - (c) Adoption of the 2020 financial statements and remuneration report (**voting item**);
 - (d) Appropriation of the 2020 net result (**voting item**).
3. Discharge of the members of:
 - (a) the Board of Management from liability for their management in 2020 (**voting item**);
 - (b) the Supervisory Board from liability for their supervision in 2020 (**voting item**).
4. Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board for a 1-year period (**voting item**).
5. Proposal to appoint Mr. Ruud van der Linden as a member of the Supervisory Board for a 4-year period (**voting item**).
6. Designation of the Board of Management as the body authorized:
 - (a) to issue shares and to grant rights to acquire shares (**voting item**);
 - (b) to restrict or exclude pre-emptive rights upon the issue of shares and the granting of rights to acquire shares (**voting item**).
7. Any other business.
8. Closing.

Deventer, the Netherlands, April 29, 2021
The Supervisory Board and the Board of Management

Explanatory notes

to the Agenda for the Annual General Meeting of Shareholders ('the Meeting') of RoodMicrotec N.V. ('the Company') to be held on Thursday, June 10, 2021 at 15:00 CEST by webcast.

Re. 2.a Report of the Board of Management on the Company's activities during the 2020 financial year, including risk policy and corporate governance policy

Re. 2.b Report of the Supervisory Board on the 2020 financial year

Presentation by the Board of Management on the Company's activities and its performance during the 2020 financial year and discussion on the report of the Board of Management, which is included in the 2020 Annual Report on pages 12 to 27.

The Company's risk policy (included in the 2020 Annual Report on pages 32 to 34), the Company's corporate governance policy (pages 41 to 47) and the report of the Supervisory Board (pages 28 to 31) can also be discussed here.

Re. 2.c Adoption of the 2020 financial statements and remuneration report (*voting item*)

The Supervisory Board has approved the financial statements for the 2020 financial year, as drawn up by the Board of Management and included in the 2020 Annual Report. It is proposed to the Meeting to adopt the 2020 financial statements.

Under this agenda item, Mr. John Verhoeven, responsible audit partner of KPMG Accountants N.V., will give a short presentation on the audit of the 2020 Annual Report. KPMG was granted the engagement for the audit of the financial statements for the financial years 2019, 2020, 2021 and 2022 by the Extraordinary Meeting of Shareholders of the Company, held on November 26, 2019.

This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2020, which is included in the 2020 Annual Report on pages 48 to 52. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

Re. 2.d Appropriation of the 2020 net result (*voting item*)

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 loss of the Company for the 2020 financial year in the amount of EUR 265,000 is charged against the retained earnings reserve within the equity of the Company.

Re. 3.a Discharge of the members of the Board of Management from liability for their management in 2020 (voting item)

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 2020 financial year.

Re. 3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2020 (voting item)

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 2020 financial year.

Re. 4. Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board for a 1-year period (voting item)

In accordance with clauses 19 and 24 of the Company's Articles of Association, the Supervisory Board nominates Mr. Vic Tee for reappointment as a member of the Supervisory Board of the Company for a 1-year period.

It is proposed that the Meeting re-appoints Mr. Tee as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of one year with effect from the date of the Meeting, ending by close of the Annual General Meeting to be held in 2022. The Supervisory Board will consist of three members (provided that the shareholder approve agenda items 4 and 5) with a preferred overlap of at least one year between election of a new member of the Supervisory Board to guarantee good succession of supervisory board members. In accordance with clause 24.7 of the Company's Articles of Association, the Supervisory Board appoints a Chairman and will re-appoint Mr. Tee as Chairman. The proposed annual remuneration for Mr. Tee in his capacity of Chairman of the Supervisory Board is EUR 15,000.

Mr. Tee is born in 1943 and holds the British nationality. Mr. Tee does not hold any shares or options in RoodMicrotec N.V.

- Mr. Tee joined the Supervisory Board in 2009.
- Chairman since 2013.
- More than 40 years of experience in the Electronics and Semiconductor industries.
- Started his career as an electronic systems design engineer and has held senior management positions at Philips, Siliconix and most recently as CEO at Millennium Microtech.
- Lived and worked in Asia for 20 years and operated internationally.
- Network is based on both operational and board levels globally.

According to best practice provision 2.2.2 of the Dutch Corporate Governance Code, the maximum term for a member of the Supervisory Board is twelve years. After approval of the proposed re-appointment, Mr. Tee's total term of appointment since the start in 2009 will exceed this maximum. The Company will therefore not comply with this best practice provision. The Supervisory Board has nevertheless decided to propose to re-appoint Mr. Tee for a final 1-year term due to unexpected delays for the availability of the planned new member caused by the COVID-19 pandemic. The Supervisory Board intends to safeguard for the Company the specific and extensive knowledge of the semiconductor industry in the Supervisory Board and to enable a preferred overlap of one year to complete the necessary handover requirements between Mr. Tee and Mr. van der Linden (agenda item 5).

Re. 5. Proposal to appoint Mr. Ruud van der Linden as a member of the Supervisory Board for a 4-year period (*voting item*)

In accordance with clauses 19 and 24 of the Company's Articles of Association, the Supervisory Board nominates Mr. Ruud van der Linden for appointment as member of the Supervisory Board of the Company. The proposed annual remuneration for Mr. Ruud van der Linden in his capacity of Supervisory Board member is EUR 12,000.

It is proposed that the Meeting appoints Mr. van der Linden 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 2025.

Mr. van der Linden is born in 1954 and holds the Dutch nationality. Mr. van der Linden does not hold any shares or options in RoodMicrotec N.V.

- Mr. van der Linden holds a Master degree in Physics, Mathematics and Educational Technology from the University of Twente.
- In a career spanning more than 35 years in the Electronics and Semiconductor industries he has held senior management positions at Philips, NXP, Hitachi, Freecom, Redmere and is currently a Venture Partner at Capital-E and CEO of Silicon Line GmbH.
- He has significant global experience from serving in Europe, the USA and Asia.
- As an experienced board member he is well connected with a broad personal network in the industries the Company serves.

Re. 6.a Designation of the Board of Management as the body authorized to issue shares and to grant rights to acquire shares (*voting item*)

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 10, 2022), 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.

Re. 6.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 (*voting item*)

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 10, 2022), 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.