



**Convening notice**  
**for the Extraordinary General Meeting**  
**to be held on Thursday 14 March 2024 at 14:00 CET**  
**at the offices of the Company,**  
**Zutphenseweg 29 D1, 7418 AH in Deventer, the Netherlands**

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

Shareholders and other persons holding attendance rights of the general meeting of shareholders of RoodMicrotec N.V. (the “**Company**”) are invited to attend the Extraordinary General Meeting of the Company (the “**EGM**”) which will be held on Thursday 14 March 2024 at 14:00 CET, at the offices of the Company, Zutphenseweg 29 D1, 7418 AH in Deventer, the Netherlands.

**Agenda**

1. Opening and announcements
2. Composition of the Supervisory Board:
  - a. Proposal to determine that the number of members of the Supervisory Board shall be five (**voting item**)
  - b. Proposal to appoint Mr. Franco Prestigiacomio as a member of the Supervisory Board (**voting item**)
  - c. Proposal to appoint Mr. Giuseppe Amelio as a member of the Supervisory Board (**voting item**)
  - d. Proposal to appoint Mr. Stefano Calabrò as a member of the Supervisory Board (**voting item**)
3. Any other business
4. Closing

**Availability of meeting documents**

The agenda with the explanatory notes for the EGM is made available from today on the Company’s corporate website ([www.roodmicrotec.com](http://www.roodmicrotec.com) and [www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting](http://www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting)). This document is also available for inspection by shareholders (by appointment) at the offices of the Company, Zutphenseweg 29 D1, 7418 AH in Deventer, the Netherlands.



### **Registration Date**

Pursuant to applicable Dutch law, the following individuals are eligible to attend, and vote during, the EGM: those who (i) on Thursday 15 February 2024, 17:30 CET, were listed as of said date (the “**Registration Date**”) in one of the registers specified below, and (ii) have been registered in writing in accordance with the procedure described below. The provisions in the previous sentence also apply to those holding a right of usufruct or pledge on one or more shares. The Board of Management has designated as registers the accounts and records of intermediaries, as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*), and the Company’s shareholders’ register, which specify who is entitled to the shares on the Registration Date.

### **Registration for, and access to, the EGM**

Those eligible to attend the EGM can only do so provided they have registered in advance. They are required to request their intermediary to provide them with a confirmation of entitlement before Friday 8 March 2024 at 17:30 CET, stating that they were a holder of shares on the EGM Registration Date and send this confirmation of entitlement together with their request to attend the meeting in person by email to the Company ([investor-relations@roodmicrotec.com](mailto:investor-relations@roodmicrotec.com)). The Company will send to these shareholders a proof of registration.

### **Proxies and voting instructions**

Voting rights may, insofar the person entitled to vote is not present in person, only be exercised by a person holding a written proxy. Shareholders wishing to make use of such proxy should register their shares in accordance with the registration procedure set out above.

A proxy with voting instructions must be issued in writing. Proxy forms can be obtained free of charge from the Company (Zutphenseweg 29 D1, 7418 AH in Deventer, The Netherlands, and via e-mail: [investor-relations@roodmicrotec.com](mailto:investor-relations@roodmicrotec.com)) and can also be downloaded from the Company’s corporate website ([www.roodmicrotec.com](http://www.roodmicrotec.com) and [www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting](http://www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting)). The completed proxy form, together with the above-mentioned confirmation of entitlement must be received no later than on Tuesday 12 March 2024 at 17:30 CET by the Company via email: [investor-relations@roodmicrotec.com](mailto:investor-relations@roodmicrotec.com).

### **Number of shares outstanding and number of voting rights**

At the date of this notice, the number of outstanding shares and the number of voting rights amounts to 82,561,267. Of the outstanding shares, 78,506,409 shares (representing approximately 95.09% of the outstanding share capital) are held by Microtest S.p.A.



**Other matters**

RoodMicrotec N.V. is an international company and its corporate language is English. The EGM will therefore be conducted in English. Accordingly, all the documents presented to the EGM shall be in English.

Deventer, the Netherlands, 9 February 2024

The Supervisory Board and the Board of Management