

**Agenda**  
**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 Prestigiacomo 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

Deventer, the Netherlands, 9 February 2024

The Supervisory Board and the Board of Management

## **Explanatory notes**

**to the Agenda for the Extraordinary General Meeting of Shareholders (the “EGM”) of RoodMicrotec N.V. (the “Company”) 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**

### **1. Opening and announcements**

### **2. Composition of the Supervisory Board:**

#### **2.a Proposal to determine that the number of members of the Supervisory Board shall be five (voting item)**

The Supervisory Board presently has two members. Pursuant to the Company’s articles of association, the General Meeting determines the number of members of the Supervisory Board. In view of the proposal to appoint three new members of the Supervisory Board, it is proposed to determine that the number of members of the Supervisory Board shall be five.

#### **2.b Proposal to appoint Mr. Franco Prestigiacomo as a member of the Supervisory Board (voting item)**

It is proposed to appoint Mr. Franco Prestigiacomo as a member of the Supervisory Board with effect from the date of the EGM.

Mr. Franco Prestigiacomo (1966) joined Xenon Private Equity (“**Xenon**”), the private equity firm controlling Microtest S.p.A., in 2000. He is mainly devoted to investment analysis and portfolio company management. He holds an MBA (2000) from SDA (Bocconi University), Milan and a degree in Mechanical Engineering from the University of Genoa (1991). Prior to joining Xenon, he was a plant manager within the Shell Group and before a project engineer in the Ansaldo Group. Mr. Prestigiacomo is the Chairman of Microtest S.p.A. and CEO of Xenon.

Mr. Prestigiacomo does not hold shares in the Company.

Mr. Prestigiacomo does not qualify as independent supervisory director. He shall not be granted a remuneration for his position as supervisory director.

**2.c Proposal to appoint Mr. Giuseppe Amelio as a member of the Supervisory Board (voting item)**

It is proposed to appoint Mr. Giuseppe Amelio as a member of the Supervisory Board with effect from the date of the EGM.

Mr. Giuseppe Amelio (1964) founded Mircotest S.p.A. in the early 2000s together with Mr. Moreno Lupi. As Chief Executive Officer of Mircotest S.p.A. he is responsible for the overall management of the company with a particular focus on the ATE (Automatic Test Equipment) and ASIC (Application-Specific Integrated Circuits) Design business division. Mr. Amelio has more than 30 years' experience in the semiconductor business, including various management positions within ST Microelectronics and Teradyne. Mr. Amelio holds a Master of Science degree in electronic engineering from Politecnico of Milan.

Mr. Amelio does not hold shares in the Company.

Mr. Amelio does not qualify as independent supervisory director. He shall not be granted a remuneration for his position as supervisory director.

**2.d Proposal to appoint Mr. Stefano Calabrò as a member of the Supervisory Board (voting item)**

It is proposed to appoint Mr. Stefano Calabrò as a member of the Supervisory Board with effect from the date of the EGM.

Mr. Stefano Calabrò (1969) joined Xenon in January 2008 and is in charge of investment execution and the management of portfolio companies. Mr. Calabrò holds an MBA from INSEAD (2002) and a degree in Mechanical Engineering from the University of Genoa (1994). Mr. Calabrò started his career as a product manager at ABB Corporate Research (Milan) before moving to Alstom Power. In 2003 he moved to Tenova S.p.A. (part of the Techint Group) where he was a Business Development Director responsible for leading the Strategy and M&A department.

Mr. Calabrò does not hold shares in the Company.

Mr. Calabrò does not qualify as independent supervisory director. He shall not be granted a remuneration for his position as supervisory director.

**3. Any other business**

**4. Closing**