

Regulations for the Supervisory Board of RoodMicrotec N.V.

1. Introductory Provisions

- 1.1. RoodMicrotec N.V. (hereafter referred to as: “RoodMicrotec”) is a Dutch ‘naamloze vennootschap’, serving as the holding company of its subsidiaries. The ordinary shares in RoodMicrotec are listed at the Amsterdam Stock Exchange.
- 1.2. These regulations were prepared by RoodMicrotec’s Supervisory Board (hereafter referred to as: “Supervisory Board”) pursuant the Dutch Corporate Governance Code from 8th December 2016, supplementary to legal provisions and regulations included in RoodMicrotec’s Articles of Association.
- 1.3. These regulations have become effective on 1 March 2018, and shall remain effective until modifications shall be adopted in accordance with the stipulations below.
- 1.4. These regulations shall be available from RoodMicrotec’s website. The Management Board has been informed of the content of these regulations.

2. Profile, appointment, composition and expertise of the Supervisory Board

- 2.1. The Supervisory Board has a profile for its size and composition, taking into account the nature of RoodMicrotec and its subsidiaries and the desired expertise and background of Supervisory Board members. This profile has been included under 2.2.
- 2.2. The Supervisory Board consists of minimum one members. In the event of growth of the company the Supervisory Board shall be increased. Supervisory Board members are selected and nominated based on the following criteria: Background/ Education/ Training; Experience; Skills; Independence. The composition of the Supervisory Board must be such that the combination of experience, expertise and independence of its members allows the Supervisory Board to comply with all its obligations to RoodMicrotec and its subsidiaries and all stakeholders of the Company. Business experience in the same or a related sector as RoodMicrotec’s operations is preferential. Additionally, at least one of the members must specifically be financially astute. Obviously, all Supervisory Board members are expected to have an affinity with RoodMicrotec’s business environment and its subsidiaries’ activities, and must be able to operate as a team. A maximum of one Supervisory Board member can be non-independent.
- 2.3. Supervisory Board members are nominated by the Supervisory Board and appointed by the General Meeting (hereafter referred to as: “GM”). The Supervisory Board’s nomination shall be accompanied by a motivation.
- 2.4. The composition of the Supervisory Board shall be such that the members are able to act critically and independently of one another and of the Management Board. A member of the Supervisory Board is deemed to be independent if the stipulations of Article 2.1.8 of the Dutch Corporate Governance Code do not apply to him/her. Only one former Management Board member of the company shall have a seat on the Supervisory Board at any given time.
- 2.5. A file shall be kept for each member of the Supervisory Board, including details such as gender, age, profession and/or main job, nationality, any other functions insofar relevant for the fulfilment of the board member’s tasks, date of initial appointment and the current appointment period of the Supervisory Board member. In the report of the Supervisory Board the following items will be stated; gender, age, nationality, principal position, other positions, date of initial appointment and current term of office.

- 2.6. The number of supervisory boards of Dutch listed companies of which an individual Supervisory Board member may participate in shall be limited in order to allow for proper fulfilment of his/her duties; the maximum number of such memberships is 5, for which purpose the position of Chairman of a Supervisory Board counts double.
- 2.7. Each Supervisory Board member shall report any additional positions he/she fulfils and any changes in this respect to the Chairman of the Supervisory Board.
- 2.8. Re-appointment of Supervisory Board members shall always be carefully assessed and membership shall never take place automatically. In the event of there being more than two members consultation about a possible re-appointment will take place without those involved being present.
- 2.9. In order to encourage a stable appointment process, the Supervisory Board members shall go out by rotation. The rotation schedule shall be updated on a regular basis.
- 2.10. A member of the Supervisory Board shall resign before resignation is scheduled in the event of inadequate performance, structurally irreconcilable interests or in any other cases where the Supervisory Board feels that resignation is called for. If a member of the Supervisory Board regularly refrains from attending the Supervisory Board meetings, the other members shall inquire about the reason for non-attendance. The minutes of the Supervisory Board meetings shall report which Supervisory Board members have frequently refrained from attending the Supervisory Board meetings.
- 2.11. A Supervisory Board member is appointed for a period of 4 years and may then reappointed for an another 4-year period, provided that the rotation schedule allows for this period. The Supervisory Board member may then subsequently be reappointed again for a period of 2 years, which appointment may be extended by at most 2 years. The total period of membership of any Supervisory Board members shall amount to a maximum of 12 years.
- 2.12. A Supervisory Board member who temporarily takes on the management in the event where the Management Board members are absent or unable to fulfil their duties, shall resign from the Supervisory Board in order to do.
- 2.13. The supervisory board will draw up a diversity policy for the composition of the Management Board and the Supervisory Board.

3. Tasks of the Supervisory Board

- 3.1. The Supervisory Board shall supervise the policy of the Management Board and the progress of the Company and its subsidiaries. The Supervisory Board shall assist the Management Board with advice, both at the Management Board's request and at its own initiative. In the performance of its tasks, the Supervisory Board shall focus on the interest of RoodMicrotec and its subsidiaries, and shall take the interests of all stakeholders into account, based on the elementary principles of conducting business in a responsible manner. The Supervisory Board is responsible for the quality of its own performance.

- 3.2. The tasks of the Supervisory Board shall, in any event, include:
- 3.2.1. Supervising and monitoring the Management Board and providing advice with respect to:
- the realization of RoodMicrotec's objectives and goals;
 - the strategy and risks related to business activities;
 - initiating and the performance of internal risk management and risk control systems;
 - the financial reporting process;
 - compliance with legislation and regulations;
- 3.2.2. Publishing, complying with and enforcing RoodMicrotec's Corporate Governance structure;
- 3.2.3. Signing the annual accounts for approval, and approval of the annual budget and major capital investments of the Company;
- 3.2.4. Selecting and nominating RoodMicrotec's external auditor;
- 3.2.5. Selecting and nominating Management Board members, preparing proposals regarding the remuneration policy for Management Board members for approval of the Company's GM, approving the remuneration (in accordance with the above-mentioned remuneration policy) and the Conditions of Employment of Management Board members;
- 3.2.6. Selecting and nominating Supervisory Board members for appointment, and preparing a proposal for the remuneration of its members for approval by the GM;
- 3.2.7. Assessing and evaluating the performance of the Management Board and the Supervisory Board, as well as their individual members, including an assessment of the Supervisory Board's profile as well as the induction, training and education program;
- 3.2.8. Dealing with and deciding on (potential) conflicts of interest between RoodMicrotec on one hand and its Supervisory Board members, external auditor and principal shareholder(s) on the other;
- 3.2.9. Dealing with and deciding on any reported suspected non-conformities that pertain to the performance of the Management Board;
- 3.2.10. Ensure that the company has a sound plan in place for the succession of the Management Board and the Supervisory Board.
- 3.3. On an annual basis, after closing RoodMicrotec's financial year, the Supervisory Board shall prepare and publish a report regarding its own performance and activities during the relevant financial year

4. Chairman and vice-Chairman

- 4.1. In accordance with the stipulations of Article 24, sub 7, of RoodMicrotec's Articles of Association the Supervisory Board shall appoint one of its members their Chairman. Additionally, in the event of there being more than two members a vice chairman shall be appointed. The Chairman must not be a former Management Board member and must be independent with respect of Article 2.1.8 of the Dutch Corporate Governance Code.

- 4.2. The Chairman shall determine the agenda and preside over the Supervisory Board meetings; supervises the performance of the Supervisory Board; ensures that enough time is reserved for decision-making; ensures a proper information flow to the Supervisory Board members; arranges for an adequate induction, training and education program for the Supervisory Board and Management Board; initiates performance assessments and training needs of the Supervisory Board and Management Board; enhances the contact between the Supervisory Board and the Management Board; and ensures that the GM meetings are conducted in an orderly and efficient manner.
- 4.3. If individual Supervisory Board members have contact with Management Board members within the scope of their position, the Chairman of the Supervisory Board and the Management Board must be informed of this contact.
- 4.4. The Supervisory Board is supported by RoodMicrotec's Company Secretary. This Secretary is appointed and relieved at the Supervisory Board's initiative, or by the Management Board after the Supervisory Board's approval.

5. Meetings of the Supervisory Board

- 5.1. The Supervisory Board shall hold a meeting at least four times per year, and as often as the Chairman of the Supervisory Board or one or more members of the Supervisory Board should wish; or if the Management Board should request a meeting in accordance with the stipulations of Article 24, sub 8, of RoodMicrotec's Articles of Association.
- 5.2. In consultation with the Management Board, the Chairman of the Supervisory Board determines the venue, date and time of the meetings.
- 5.3. Latest on the fifth working day before a meeting, the members of the Supervisory Board should receive the agenda and enclosed documents relevant to the meeting. In the event of an emergency meeting, the Chairman may decide to send the agenda and/or enclosures later than that.
- 5.4. The Supervisory Board shall appoint a Secretary, who may or may not be a member of the Supervisory Board. The Secretary of the Supervisory Board shall make notes and prepare minutes of what was discussed during the meetings. The minutes shall be approved by the Supervisory Board and signed for approval by the Chairman.
- 5.5. Unless the Supervisory Board decides otherwise, members of the Management Board shall attend the meetings of the Supervisory Board, with the exception of meetings concerning the following:
 - 5.5.1. The assessment of the Management Board's performance and the performance of its individual members, as well as the conclusions based on this assessment;
 - 5.5.2. The assessment of the Supervisory Board's performance and the performance of its individual members, as well as the conclusions based on this assessment;
 - 5.5.3. The desired profile, composition and competence of the Supervisory Board
- 5.6. The Company's external auditor shall participate in the meetings of the Supervisory Board when the inspection of the annual accounts and its approval thereof is on the agenda.
- 5.7. The Chairman of the Supervisory Board may invite other persons to attend a meeting of the Supervisory Board. If one or more members of the Supervisory Board have objections against the presence of this person/these persons, the Supervisory Board shall decide on their attendance.

- 5.8. In accordance with the stipulations of Article 24, sub 9, of RoodMicrotec's Articles of Association, the Supervisory Board shall make its decisions based on absolute majority of the valid votes issued. Issuing a blank vote is considered equivalent to abstaining. In the event of an equality of votes the chairman shall have a deciding vote.
- 5.9. The Supervisory Board may also make decisions outside meetings in accordance with Article 24.11 of the Articles of Association. The minutes of the meetings dealing with the decisions taken, shall be kept in chronological order.
- 5.10. The Supervisory Board shall discuss the issues above-mentioned in Article 5.5, sub a, b and c, at least once per year. Furthermore, the Supervisory Board shall discuss the strategy, as well as the annual budget, the personnel plan and the related risks for the Company and the business operations of its subsidiaries at least once per year; as well as the results of the assessment conducted by the Management Board regarding the initiation and performance of the internal risk management and risk control systems, as well as any significant changes thereof.
- 5.11. If members of the Supervisory Board regularly refrain from attending the Supervisory Board meetings, the Chairman shall inquire about the reason for non-attendance
- 5.12. The agenda for meetings of the Supervisory Board shall at least include the following issues for each periodical meeting:
 - 5.12.1. Minutes of the last meeting;
 - 5.12.2. Financial performance (key figures) of the period that was closed most recently;
 - 5.12.3. General progress of the Company;
 - 5.12.4. Acquisitions, divestments, participations and investments;
 - 5.12.5. Announcements and opportunity for questions
- 5.13. At least once per year, outside the presence of the Management Board, the Supervisory Board shall evaluate its own functioning, the functioning of the individual Supervisory Board members, the Management Board as a whole and that of the individual Management Board members.

6. Commissions

As long as the Supervisory Board does not consist of more than four members, a specific audit commission, remuneration commission and selection and appointment commission shall not be installed. The best practices included in the Dutch Corporate Governance Code pertaining to these commissions shall apply to the entire Supervisory Board

7. Remuneration

- 7.1. The GM shall determine the remuneration of the individual members of the Supervisory Board based on the Supervisory Board's recommendation. This remuneration shall be independent of RoodMicrotec's results; Insofar the members of the Supervisory Board are obliged to charge VAT on their fee, RoodMicrotec shall pay this VAT on invoice basis. The explanation of the annual accounts shall, in any event, include the legally required information regarding the amount and structure of the remuneration of each Supervisory Board member.

- 7.2. RoodMicrotec shall reimburse the individual members of the Supervisory Board for all costs that, in reasonableness and fairness, have been incurred due to attending the meetings of the Supervisory Board. All other costs that the members of the Supervisory Board incur in relation to their position as a Supervisory Board member will be reimbursed, partially or fully, if such costs are incurred after prior consultation with and approval of the Chairman of the Supervisory Board.

8. Delegated member of the Supervisory Board

Under special circumstances, the Supervisory Board may appoint a delegated Supervisory Board member from its members in order to specifically serve as a frequent contact for the Management Board for a limited period of time in view of special circumstances.

9. Conflict of interest

- 9.1. Any form and appearance of conflicting interests between RoodMicrotec or its subsidiaries and members of the Supervisory Board shall be avoided.
- 9.2. Decisions with respect to concluding transactions where a member of the Supervisory Board may have a conflicting interest that may be of material significance for RoodMicrotec, its subsidiaries and/or the relevant member(s) of the Supervisory Board, the approval of the Supervisory Board is required. A member of the Supervisory Board shall not participate in discussions and decision-making regarding topics or transactions that may relate to a conflicting interest as mentioned above. Transactions that may be relevant to conflicting interests of members of the Supervisory Board shall be published in the Annual Report, stating the conflict of interest and a confirmation of compliance with the stipulations of these regulations. All transactions that may be relevant to conflicting interests of Supervisory Board members shall be agreed under conditions as customary within the industry.
- 9.3. A conflicting interest includes situations where RoodMicrotec or (one of) its subsidiaries intend to conclude a transaction with a legal entity:
- 9.3.1. in which a Supervisory Board member holds a material financial interest.
- 9.3.2. in which a member of the Management Board is related to a member of the Supervisory Board (family by blood or marriage up to the second degree);
- 9.3.3. in which a Supervisory Board member holds a management or supervisory position.
- 9.4. All members of the Supervisory Board (excepting the Chairman) shall report any (potential) conflict of interest that may be of material significance for RoodMicrotec, its subsidiaries and/or the relevant member of the Supervisory Board, to the Chairman immediately. The relevant member of the Supervisory Board shall provide all relevant information regarding this issue, including information, if relevant, regarding his wife/her husband, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide if the issue is indeed a conflict of interest. The relevant member of the Supervisory Board is not allowed to participate in the discussion and decision-making process regarding this decision.

- 9.5. If the Chairman may have a (potential) conflict of interest that may be of material significance to RoodMicrotec, its subsidiaries and/or him/herself, the Chairman must report this to the other members of the Supervisory Board immediately, and shall provide all relevant information regarding his wife/her husband, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide if the issue is indeed a conflict of interests. The Chairman of the Supervisory Board is not allowed to participate in the discussion and decision-making process regarding this decision.
- 9.6. All members of the Management Board shall report any (potential) conflict of interest that may be of material significance to RoodMicrotec, its subsidiaries and/or the relevant member of the Management Board, to the Chairman of the Supervisory Board immediately. The relevant member of the Management Board shall provide all relevant information regarding this issue, including information, if relevant, regarding his wife/her husband, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Board shall decide if the issue is indeed a conflict of interest.
- 9.7. Transactions between the Company or (one of) its subsidiaries, as well as natural persons or legal entities holding at least 10% of RoodMicrotec's shares or certificates, shall be agreed under the terms customary within the industry. For decisions pertaining to entering into transactions with these persons/entities that may be of material significance to RoodMicrotec, its subsidiaries and/or these persons/entities, the approval of the Supervisory Board is required. Any such transaction shall be published in the Annual Report, with a confirmation of compliance with this Article.
- 9.8. In the event of a (potential) conflict of interest of RoodMicrotec's external auditor that may be of material significance to RoodMicrotec, its subsidiaries and/or the relevant auditor, the Supervisory Board shall ensure that this is reported to the Chairman immediately. The Supervisory Board shall decide if the issue is indeed a conflict of interest. If the Supervisory Board concludes that the issue should indeed be classed as a conflict of interest, the Supervisory Board shall determine the measures to be taken. If any measures have been taken, these shall be described in the Annual Report.

10. Information, relationship with the Management Board

- 10.1. The Supervisory Board and its separate members each have a responsibility to request all information required from the Management Board and the external auditor in order to fulfil its task as a supervisory body. The Management Board is, naturally, held to provide this information to the Supervisory Board and its members of its own initiative and in due course; however, the Supervisory Board and its members additionally have a specific responsibility to request this information from the Management Board and the external auditor. The Supervisory Board may request information from RoodMicrotec's employees and external advisers or appoint advisers if this is considered necessary. RoodMicrotec shall provide the necessary resources for this purpose. The Supervisory Board may request for certain employees and external advisers to attend its meetings.
- 10.2. The Management Board shall provide the Supervisory Board with a monthly report, prepared in a layout and form as agreed from time to time, presenting information regarding, amongst others, financial issues, marketing, investments and personnel. The Management Board shall attach an explanation to this monthly report, providing comments and explanations regarding the report and further information regarding its policy.

- 10.3. On an annual basis, without prejudice to the above, the Management Board shall provide the Supervisory Board with a budget, a recent version of its long-term plans and the key strategic themes, the general and financial risks, RoodMicrotec's control and assessment system and compliance with all relevant legislation and regulations. These documents shall be provided in due course, in order to enable the Supervisory Board to grant its approval latest in December of the relevant year.
- 10.4. If a member of the Supervisory Board acquires information from a source other than the Management Board or if the Supervisory Board detects signals that may be of interest/importance within their supervisory context, this information must be presented to the Chairman of the Supervisory Board as soon as possible. The Chairman shall subsequently present the information to the Supervisory Board.

11. Transactions in shares

- 11.1. Without prejudice to the stipulations of the "Wet toezicht effectenverkeer" (Dutch Securities Transactions Supervision Act) and the internal regulation applicable within RoodMicrotec: "Prevention of insider trading of price sensitive information", a member of the Supervisory Board shall report any transaction in shares of RoodMicrotec concluded by him/herself, or has ordered to be concluded on his/her behalf, or that he/she knows of pursuant to family ties or due to different positions, to the Chairman of the Supervisory Board immediately. The stipulations in this sub are similarly applicable to shares in other companies, listed or not listed, in which RoodMicrotec is interested in obtaining a direct or indirect participation, has divested or intends to divest, or with which RoodMicrotec intends to negotiate some form of (direct or indirect) cooperation or termination thereof.
- 11.2. The shares that a member of the Supervisory Board holds in RoodMicrotec are intended to serve as a long-term investment.
- 11.3. The Annual Report shall indicate the number of shares that a member of the Supervisory Board holds in RoodMicrotec every year.
- 11.4. Members of the Supervisory Board shall not in any way profit from RoodMicrotec's business activities other than the fee received in return for their performance or increase in income or payments resulting from the shares they own. This implies that the Supervisory Board members must accept certain limitations in order to prevent any appearance of insider trading; limitations both regarding freedom of disposal of their personal assets and of accepting other positions.
- 11.5. A member of the Supervisory Board is not allowed to hold direct or indirect interests exceeding 5% of the share capital in other companies.

12. Relationship with the shareholders

- 12.1. The Supervisory Board shall ensure that the annual GM will be conducted in due course and that the required agenda items are properly included.
- 12.2. The members of the Supervisory Board shall attend the GM, excepting in cases of prevention due to severe and important reasons. The Chairman of the Supervisory Board shall, as a rule, preside over the GM and shall decide on the content of the decisions.
- 12.3. The Supervisory Board shall provide the GM with all required information, unless substantial interests of RoodMicrotec or its subsidiaries, or a legal regulation or legislative stipulation prevents this. If the Supervisory Board should invoke such a substantial interest, it must provide an explanation and motivation.

- 12.4. The Supervisory Board shall prepare a remuneration report on an annual basis, containing an account of the method used for the implementation of the remuneration policy for members of the Management Board during the relevant financial year. Additionally, it must provide an overview of the remuneration policy as proposed by the Supervisory Board for the new financial year and subsequent years. The remuneration policy as proposed for the new financial year and subsequent years shall be presented to the GM for approval. Any material change to the remuneration policy shall also be submitted to the GM for approval. Any regulations pertaining to rewards for the members of the Management Board in the form of shares, certificates or futures, as well as any changes to these regulations, shall also be submitted to the GM for approval.

13. Confidentiality

- 13.1. The deliberations of the Supervisory Board are confidential.
- 13.2. Insofar information regarding the deliberations of the Supervisory Board must be shared with third parties, this shall be done by or in consultation with the Chairman of the Supervisory Board.
- 13.3. After their resignation, the members of the Supervisory Board shall hold the documents in their possession that are relevant to the deliberations of the Supervisory Board available to the Chairman.