



**Agenda for the General Shareholders' Meeting of
RoodMicrotec N.V. (the "Company")
to be held on Thursday 11 June, 2015 at 2:00 p.m.
NYSE EURONEXT, Amsterdam.**

1. **Opening**
2. **Report of the Board of Management for the year 2014, discussion of the Annual Accounts 2014 and business update**
3. **Adoption of the annual report 2014, risk policy, corporate governance policy and annual accounts 2014**
Questions to the company auditor and adoption of the annual accounts 2014
4. **Discharge of the Board of Management for the management conducted in the past financial year**
5. **Discharge of the Supervisory Directors for their supervision exercised in the past financial year.**
6. **Approval of the proposed appropriation of the result**
The proposed profit appropriation reads as follows: 'Taking into account the cyclical character of semiconductor industry, the capital intensive character of the Company's operations, the planned expansion of operations, the realised profit for the year 2014 will be re-invested in the Company. The entire result for 2014 will be added to the reserves.'
7. **Proposal to limit or exclude the pre-emptive right**
The proposal for adoption by the Annual General Meeting is as follows: Appointment of the Board of Management as the body authorised to resolve to limit or exclude the pre-emptive right as referred to in Article 7.6 of the articles of association of the Company for the same period and the same number of shares as in the authority to issue shares.
7. **Any other business & questions**
8. **Close**