

**Agenda of the Annual General Meeting of shareholders of
RoodMicrotec N.V. (the 'Company')
to be held on Tuesday 7 June 2016 at 14:00
NYSE EURONEXT, Amsterdam**

- 1. Opening**
- 2. Discussion of the annual report of the board of management and the annual accounts 2015, and business update**
- 3. Adoption of the annual report 2015, including the risk policy and the corporate governance policy, and the 2015 financial statements**
Questions to the auditor of the company and adoption of the 2015 financial statements
- 4. Discharge of the board of management in respect of its management during the reporting year**
- 5. Discharge of the supervisory board in respect of its supervision during the reporting year**
- 6. Adoption of result appropriation proposal**
The result appropriation proposal is as follows. 'In view of the cyclical nature of the semiconductor industry, the capital-intensive nature of the company's activities and the planned growth, the result achieved will be reinvested in the company.'
- 7. Proposal to appoint M. Sallenhag as CEO/CTO and R. Pusch as COO/CSO, managing director of RoodMicrotec N.V.**
The supervisory board proposes the following remuneration for both Mr Sallenhag and Mr Pusch:
 - a) Annual salary of EUR 120,000, paid monthly in equal parts.
 - b) Annual bonus of a maximum of 30% of the fixed annual salary, depending on targets and results, for evaluation by the supervisory board.
 - c) Options on a maximum of 200,000 per year, depending on targets and results, for evaluation by the supervisory board, in line with the last years.
- 8. Proposal to appoint Ph. Nijenhuis as a member of the Supervisory Board.**
- 9. Proposal for the intention to amend the articles of association, partly due to the proposed change to a one-tier board governance model.**
The current articles require adjustment, partly due to altered laws and regulations.

After intensive consultations about the best structure of the company, it has been decided that a one-tier board is more suitable for RoodMicrotec than the current board structure. An important benefit of a one-tier board is the short lines of communication between the executive and the non-executive boards. In this way, the knowledge and experience within the organisation will be used more effectively.

In this structure, the intention is that Ph. Nijenhuis and V. Tee will form the non-executive board. Mr T. van Wijngaarden will remain as external adviser to the company.

After adoption of the proposal to amend the articles of association for the desired one-tier board governance model, these things will need further detailing, so that the resolution to amend the articles of association and the composition of the board in the form of a one-tier board governance model can be put to a future general meeting for adoption.

10. Appointment of the auditor for the 2016 to 2018 financial years

In accordance with Article 2, paragraph 5 of the articles of association, it is proposed to authorise the Supervisory Board to appoint the auditor for the financial years 2016 through 2018.

11. Other items and any other business

12. Close

Zwolle, 26 April 2016

Supervisory Board and Board of Management