

**Convening notice for the  
Annual General Meeting of Shareholders  
on 07 June 2016**

**RoodMicrotec N.V.**  
**Registered office in Zwolle**  
**Dokter van Deenweg 58**  
Email: [investor-relations@roodmicrotec.com](mailto:investor-relations@roodmicrotec.com)

Shareholders and other persons holding attendance rights are invited to attend the annual general meeting of shareholders held on Tuesday 07 June 2016 at 14.00 pm at NYSE EURONEXT Amsterdam, Beursplein 5 in Amsterdam.

Items to be discussed at the meeting will include:

1. Proposal to adopt the 2015 annual accounts.
2. Proposal to amend the articles of association, partly in view of the proposed change to a one-tier board governance model.

**Attendance rights**

Shareholders are classified as holding attendance rights if they are mentioned in a written statement of an affiliated institution as referred to in the Securities (Bank Giro Transactions) Act, meaning that the person referred to in the statement participates in its collective deposit with the stated number of shares. The provisions in the previous sentence also apply to those holding a right of usufruct or pledge on one or more shares. The statement referred to above must be filed no later than **4 pm on 30 May 2016** at the office of SNS Securities or by email to [corporate.actions@snssecurities.nl](mailto:corporate.actions@snssecurities.nl).

**Registration date**

Based on statutory provisions, attendance and voting rights at the meeting are limited to those persons who (i) on **Tuesday 10 May 2016** (the 'Registration Date'), after all additions and deletions as of that date have been processed, are registered as shareholders in the (partial) registers, and (ii) have also registered for the meeting as described below. The (partial) registers are designated as the records of the brokers as defined in the Securities (Bank Giro Transactions) Act, which show who are entitled to these shares on the Registration Date.

**Registration and proxy**

Persons holding attendance rights may be represented at the meeting by a written proxy, provided that this proxy is submitted to the office of the company no later than **30 May 2016** on the postal address mentioned above.

The person holding attendance rights and/or the proxy must submit the certificate of deposit and a copy of the proxy, if applicable, to the secretary. The relevant person must also show proof of identification.

Shareholders may obtain the full agenda free of charge on the website of the company, [www.roodmicrotec.com](http://www.roodmicrotec.com) and from SNS Securities (email: [corporate.actions@snssecurities.nl](mailto:corporate.actions@snssecurities.nl)).

**Zwolle, 26 April 2016**

The supervisory board and board of management