

Convening notice for the Annual General Meeting of Shareholders to be held on 23 July 2020 at 15:00 CEST

RoodMicrotec N.V.
with its registered office in Deventer, the Netherlands

Shareholders and other persons holding attendance rights of RoodMicrotec N.V. ('the Company') are invited to attend the Annual General Meeting of Shareholders ('the AGM') which will be held on Thursday 23 July 2020 at 15:00 CEST by webcast ('the Meeting').

Remote participation only in view of COVID-19

In light of the COVID-19 (coronavirus) pandemic and the ongoing safety measures imposed by the Dutch government, the Company will take all the recommended precautionary measures to protect the health and safety of our employees, shareholders and other stakeholders to the extent possible. This means, among other things, that the Board of Management and Supervisory Board have decided to organize the AGM in such manner, that it can only be attended by registered shareholders through a webcast. Shareholders do not have the option to attend the AGM in person, as the Meeting will only be held remotely via a digital platform (virtual meeting).

Shareholders can exercise their voting rights by means of an electronic voting instruction prior to the Meeting. For further details on how to exercise voting rights using an electronic voting instruction, we refer you to www.abnamro.com/evoting. The deadline for submitting your electronic voting instruction is **Thursday 16 July 2020 at 17:00 CEST**. Registered shareholders intending to attend the webcast can send an email to investor-relations@roodmicrotec.com (quoting your registration number, as obtained from ABN AMRO Bank N.V. when registering for the Meeting) to obtain the login details.

Due to these exceptional circumstances, registered shareholders are offered the opportunity to submit up to five questions in relation to the agenda items for this AGM prior to the Meeting. You must send your questions to investor-relations@roodmicrotec.com (quoting your registration number, as obtained from ABN AMRO Bank N.V. when registering for the Meeting) **before Monday 20 July 2020 at 15:00 CEST**. We will endeavor to answer during the Meeting all questions (arranged and combined per agenda item and within each agenda item per subject, if appropriate) received prior to this time. The Company may postpone answering questions if answering the number of questions exceeds the time frame of the AGM.

We will be monitoring developments related to the COVID-19 pandemic and any government measures on an ongoing basis, and will inform you if any of these measures have implications for the Meeting. We refer you to our website (www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting) for the most recent information on our AGM and recommend that you regularly check the website.

Agenda

1. Opening and announcements.
2. Annual Report for the 2019 financial year:
 - (a) Report of the Board of Management on the Company's activities during the 2019 financial year, including risk policy and corporate governance policy;
 - (b) Report of the Supervisory Board on the 2019 financial year;
 - (c) Advisory vote on the 2019 Remuneration Report **(voting item)**;
 - (d) Adoption of the 2019 financial statements **(voting item)**;
 - (e) Appropriation of the 2019 net result **(voting item)**.
3. Discharge of the members of:
 - (a) the Board of Management from liability for their management in 2019 **(voting item)**;
 - (b) the Supervisory Board from liability for their supervision in 2019 **(voting item)**.
4. Reappointment of Mr. Martin Sallenhag (CEO) as member of the Board of Management for a 4-year period **(voting item)**.
5. Approval of the Remuneration Policy **(voting item)**.
6. Authorization of the Board of Management to instruct the Company to purchase shares in its own capital **(voting item)**.
7. Designation of the Board of Management as the body authorized:
 - (a) to issue shares and to grant rights to acquire shares **(voting item)**;
 - (b) to restrict or exclude pre-emptive rights upon the issue of shares and the granting of rights to acquire shares **(voting item)**.
8. Any other business.
9. Closing.

Availability of meeting documents

The agenda with explanatory notes for the AGM, as well as the Annual Report 2019, which contains the Financial Statements for the financial year 2019, the Remuneration Report 2019, the proposed Remuneration Policy, and other relevant documents, are made available from today on the Company's website (www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting). These documents are also available for inspection by shareholders (by appointment) at the offices of the Company, Zutphenseweg 29 D1, 7418 AH in Deventer, the Netherlands, and can be obtained free-of-charge as well via ABN AMRO Bank N.V. per email: ava@nl.abnamro.com.

Registration Date

Pursuant to applicable Dutch law, the following individuals are eligible to attend, and vote during, the Company's AGM of 23 July 2020: those who (i) on **Thursday 25 June 2020**, after close of trading (i.e. after all credit and debit transactions have been processed), were listed as of said date ('the Registration Date') in one of the registers specified below, and (ii) had been registered in writing in accordance with the procedure described below. The provisions in the previous sentence also apply to those holding a right of usufruct or pledge on one or more shares. The Board of Management has designated as registers the accounts and records of agents, as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*), and the Company's Shareholders' Register, which specify who is entitled to the shares on the Registration Date.

Registration for, and access to, the webcast (virtual meeting)

Those eligible to vote and attend the Meeting can only do so by webcast, provided they have registered in advance. They are required to first register for the AGM at www.abnamro.com/evoting or through their agent. Once your application has been processed, the shareholder will receive an email from ABN AMRO containing the voting instruction provided and the unique registration number. This registration number, along with the application to attend the virtual meeting, must be submitted by email to investor-relations@roodmicrotec.com no later than **17:00 CEST on Thursday 16 July 2020**. Shareholders will then receive their personal login details for the webcast by email.

Voting based on voting instruction

Shareholders can only cast their vote through an electronic voting instruction prior to the Meeting and must provide their electronic voting instruction **before 17:00 CEST on Thursday 16 July 2020** through the above-mentioned website, www.abnamro.com/evoting. The relevant agent must provide ABN AMRO with an electronic statement on **Friday 17 July 2020 by 13:00 CEST** at the latest (through www.abnamro.com/intermediary), specifying the number of shares held by the relevant holder on the Registration Date.

Virtual attendance

Only shareholders who have registered in advance can attend the meeting by webcast.

Number of shares outstanding and number of voting rights

At the date of this notice, the number of issued shares is 74,896,267, of which 4,100 shares are currently held by the Company. Consequently, the number of outstanding shares and the number of voting rights as of the date of this notice amounts to 74,892,167.

Other matters

RoodMicrotec N.V. is an international company and its corporate language is English. The AGM will therefore be conducted in English.

Deventer, the Netherlands, 10 June 2020

The Supervisory Board and the Board of Management