

Agenda
for the Annual General Meeting of Shareholders
to be held on Thursday June 9, 2022 at 15:00 CEST by webcast
(www.roodmicrotec.com/en/investor-relations-en/annual-general-meeting)

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

1. Opening and announcements.
2. Annual Report for the 2021 financial year:
 - (a) Report of the Board of Management on the Company's activities during the 2021 financial year, including risk policy and corporate governance policy;
 - (b) Report of the Supervisory Board on the 2021 financial year;
 - (c) Adoption of the 2021 financial statements and remuneration report (**voting item**);
 - (d) Appropriation of the 2021 net result (**voting item**).
3. Discharge of the members of:
 - (a) the Board of Management from liability for their management in 2021 (**voting item**);
 - (b) the Supervisory Board from liability for their supervision in 2021 (**voting item**).
4. 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**).
5. Any other business.
6. Closing.

Deventer, the Netherlands, April 28, 2022
The Supervisory Board and the Board of Management

Explanatory notes

to the Agenda for the Annual General Meeting of Shareholders ('the Meeting') of RoodMicrotec N.V. ('the Company') to be held on Thursday, June 9, 2022 at 15:00 CEST by webcast.

Re. 2.a Report of the Board of Management on the Company's activities during the 2021 financial year, including risk policy and corporate governance policy

Re. 2.b Report of the Supervisory Board on the 2021 financial year

Presentation by the Board of Management on the Company's activities and its performance during the 2021 financial year and, in accordance with clause 29.3(a) of the Company's Articles of Association, discussion on the report of the Board of Management, which is included in the 2021 Annual Report on pages 12 to 28.

The Company's risk policy (included in the 2021 Annual Report on pages 34 to 36), the Company's corporate governance policy (pages 43 to 49) and the report of the Supervisory Board (pages 30 to 33) can also be discussed here.

Re. 2.c Adoption of the 2021 financial statements and remuneration report (*voting item*)

The Supervisory Board has approved the financial statements for the 2021 financial year, as drawn up by the Board of Management and included in the 2021 Annual Report. In accordance with clause 29.3(b) of the Company's Articles of Association, it is proposed to the Meeting to adopt the 2021 financial statements.

Under this agenda item, Mr. John Verhoeven, responsible audit partner of KPMG Accountants N.V., will give a short presentation on the audit of the 2021 Annual Report. KPMG was granted the engagement for the audit of the financial statements for the financial years 2019, 2020, 2021 and 2022 by the Extraordinary Meeting of Shareholders of the Company, held on November 26, 2019.

This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2021, which is included in the 2021 Annual Report on pages 50 to 54. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

Re. 2.d Appropriation of the 2021 net result (*voting item*)

In accordance with clauses 27.2 and 29.3(b) of the Company's Articles of Association, it is proposed to the Meeting that the net profit of the Company for the 2021 financial year in the amount of EUR 1,435,000 is added to the retained earnings reserve within the equity of the Company.

Re. 3.a Discharge of the members of the Board of Management from liability for their management in 2021 (voting item)

In accordance with clause 29.3(c) of the Company's Articles of Association, it is proposed to the Meeting that the members of the Board of Management are granted discharge from liability for their management during the 2021 financial year.

Re. 3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2021 (voting item)

In accordance with clause 29.3(c) of the Company's Articles of Association, it is proposed to the Meeting that the members of the Supervisory Board are granted discharge from liability for their supervision during the 2021 financial year.

Re. 4.a Designation of the Board of Management as the body authorized to issue shares and to grant rights to acquire shares (voting item)

In accordance with clause 5.1 of the Company's Articles of Association, it is proposed that the Meeting appoints the Board of Management, for a 16-month period from the date of the Meeting (i.e. until and including October 9, 2023), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to issue shares and to grant rights to acquire shares at such a price and on such conditions as determined for each issue by the Board of Management, subject to the Supervisory Board's approval, as may be required.

The number of shares, including rights to acquire shares, which the Board of Management shall be authorized to issue shall be limited to:

- (i) 10% of the number of shares in the capital of the Company that are issued at the time of the Meeting, and
- (ii) an additional 10% of the number of shares in the capital of the Company that are issued at the time of the Meeting, in case of an issue of shares by the Company in relation to a merger or acquisition.

Re. 4.b Designation of the Board of Management as the body authorized to restrict or exclude pre-emptive rights upon the issue of shares and the granting of rights to acquire shares (voting item)

In accordance with clause 7.6 of the Company's Articles of Association, it is proposed that the Meeting appoints the Board of Management, for a 16-month period from the date of the Meeting (i.e. until and including October 9, 2023), as the body of the Company which, subject to the Supervisory Board's approval, is authorized to restrict or exclude any pre-emptive rights of shareholders when shares are issued or rights to acquire shares are granted.