

Agenda

for the Annual General Meeting of Shareholders
to be held on Tuesday June 6, 2023, at 15:00 CEST
at the Amsterdam Stock Exchange (EURONEXT), Beursplein 5, 1012 JW
Amsterdam, the Netherlands
(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 2022 financial year:
 - (a) Report of the Board of Management on the Company's activities during the 2022 financial year, including risk policy and corporate governance policy;
 - (b) Report of the Supervisory Board on the 2022 financial year;
 - (c) Remuneration report (**advisory vote**);
 - (d) Adoption of the 2022 financial statements (**voting item**);
 - (e) Appropriation of the 2022 net result (**voting item**).
3. Discharge of the members of:
 - (a) the Board of Management from liability for their management in 2022 (**voting item**);
 - (b) the Supervisory Board from liability for their supervision in 2022 (**voting item**).
4. Approval of the remuneration policy (**voting item**).
5. Proposal to re-appoint Mr. Arvid Ladega as member of the Board of Management for a 4-year period (**voting item**).
6. Proposal to re-appoint Mr. Marc Verstraeten as a member of the Supervisory Board for a 4-year period (**voting item**).
7. Proposal to grant the audit engagement to KPMG for 2023 – 2026 (**voting item**).
8. 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**).
9. Any other business.
10. Closing.

Deventer, the Netherlands, April 20, 2023

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 Tuesday June 6, 2023, at 15:00 CEST at the Amsterdam Stock Exchange (EURONEXT), Beursplein 5, 1012 JW Amsterdam, the Netherlands.

Re. 2. (a) Report of the Board of Management on the Company's activities during the 2022 financial year, including risk policy and corporate governance policy

Re. 2. (b) Report of the Supervisory Board on the 2022 financial year

Presentation by the Board of Management on the Company's activities and its performance during the 2022 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 2022 Annual Report on pages 11 to 30.

The Company's risk policy (included in the 2022 Annual Report on pages 36 to 39), the Company's corporate governance policy (pages 47 to 53) and the report of the Supervisory Board (pages 32 to 35) can also be discussed here.

Re. 2. (c) Remuneration report (*advisory vote*)

This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2022, which is included in the 2022 Annual Report on pages 54 to 58. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

Re. 2. (d) Adoption of the 2022 financial statements (*voting item*)

The Supervisory Board has approved the financial statements for the 2022 financial year, as drawn up by the Board of Management and included in the 2022 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 2022 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 2022 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.

Re. 2. (e) Appropriation of the 2022 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 financial year 2022 in the amount of EUR 2,380,000 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 2022 (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 financial year 2022.

Re. 3. (b) Discharge of the members of the Supervisory Board from liability for their supervision in 2022 (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 financial year 2022.

Re. 4. Approval of the remuneration policy (voting item)

It is proposed to the Meeting by the Supervisory Board to approve the Remuneration Policy for the Board of Management and the Supervisory Board for the four-year period covering the financial years 2023 until and including 2026, in accordance with the separate document 'RoodMicrotec Remuneration Policy 2023-2026'.

Re. 5. Proposal to re-appoint Mr. Arvid Ladega as member of the Board of Management for a 4-year period (voting item)

In accordance with clause 19 of the Company's articles of association, the Supervisory Board nominates Mr. Arvid Ladega (Dutch nationality, 1972) for re-appointment as member of the Board of Management of the Company. Mr. Ladega has been appointed as member of the Board of Management for a first term of four years by the Annual Meeting of Shareholders of the Company, held on May 23, 2019. Mr. Ladega holds the position of CFO of the Company since this appointment. It is proposed that the Meeting appoints Mr. Ladega as a member of the Board of Management in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the Annual General Meeting of Shareholders to be held in 2027. Currently, Mr. Ladega owns 226,000 shares in the capital of the Company. The Company has not provided any loan to him. Mr. Ladega participated in the loan provided to the Company in 2021 for an amount of EUR 15,000. Mr. Ladega does not hold any positions outside the Company. The Supervisory Board proposes the following remuneration for Mr. Ladega:

- a. Fixed compensation: annual base salary of EUR 140,400 gross, paid monthly in equal parts.
- b. Short-Term Incentive, Long-Term Incentive, and other benefits according to the Remuneration Policy.

Re. 6. Proposal to re-appoint Mr. Marc Verstraeten as a member of the Supervisory Board for a 4-year period (voting item)

In accordance with clauses 24 and 19 of the Company's articles of association, the Supervisory Board nominates Mr. Marc Verstraeten (Dutch nationality, 1966) for re-appointment as member of the Supervisory Board of the Company. Mr. Verstraeten has been appointed as member of the Supervisory Board for a first term of four years by the Annual Meeting of Shareholders of the Company, held on May 23, 2019. It is

proposed that the Meeting appoints Mr. Verstraeten as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years with effect from the date of the Meeting, ending by close of the Annual General Meeting of Shareholders to be held in 2027. The proposed annual remuneration for Mr. Verstraeten in his capacity of Supervisory Board member is EUR 24,000 (according to the Remuneration Policy). Mr. Verstraeten does not hold any shares or options in RoodMicrotec N.V.

Re. 7. Proposal to grant the audit engagement to KPMG for 2023 – 2026 (*voting item*)

KPMG Accountants N.V. is nominated for a second period as the Company's statutory audit firm as they have the appropriate expertise and resources available to enable them to provide the audit services required. The Supervisory Board recommends the appointment of KPMG Accountants N.V. as the Company's external auditor for a period of four years starting with the financial year 2023. KPMG Accountants N.V. as the prospective audit firm will be represented by Mr. John Verhoeven as statutory auditor.

Proposal to grant the engagement for the audit of the financial statements for the financial years 2023, 2024, 2025 and 2026 to KPMG Accountants N.V.

Re. 8. (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 6, 2024), 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. 8. (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 6, 2024), 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.