


# **Welcome to the Annual General Meeting of Shareholders**

By Webcast  
June 10, 2021

# 1. Opening and announcements

 Vic Tee – Chairman

# Participants

Vic Tee  
Supervisory Board -  
Chairman



Marc Verstraeten  
Supervisory Board



Martin Sallenhag  
CEO



Arvid Ladega  
CFO



# Agenda

1. Opening and announcements
2. Annual Report for the 2020 financial year
3. Discharge of the members of the Board of Management and the Supervisory Board
4. Proposal to re-appoint Mr. Vic Tee as a member of the Supervisory Board
5. Proposal to appoint Mr. Ruud van der Linden as a member of the Supervisory Board
6. Authorization for share issue
7. Other items and any other business
8. Closing

## 2.a Report of the Board of Management on the Company's activities during the 2020 financial year

- Corporate & operational update
- Market development, trends & strategy
- Financials & outlook
- Risk & Corporate Governance policy

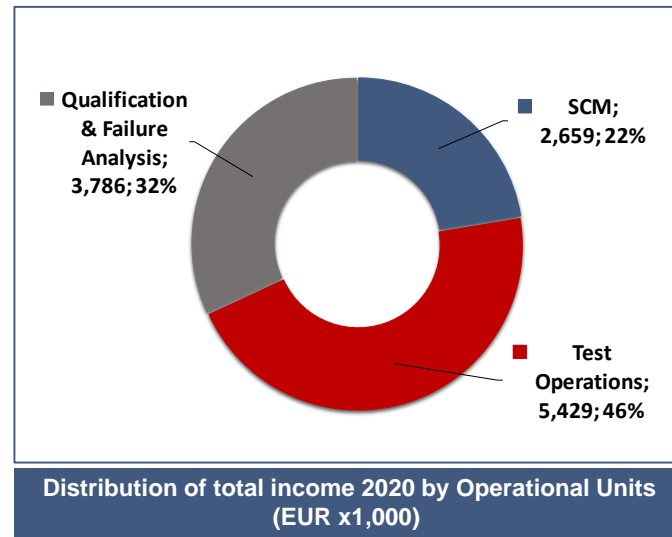
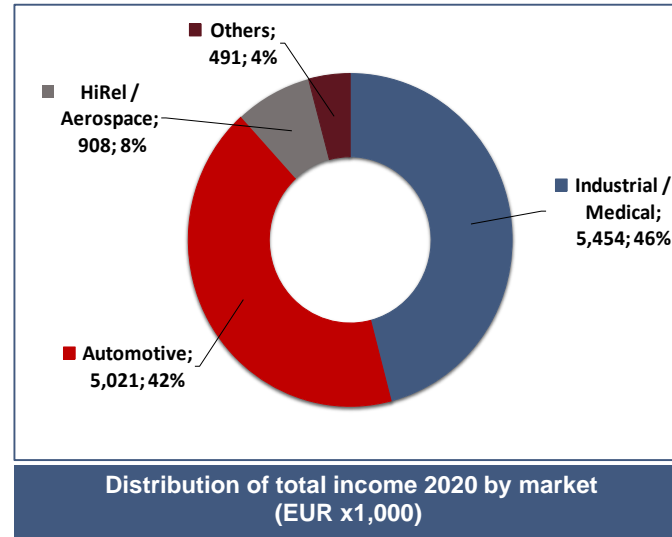
## Corporate & operational update



# Performance indicators



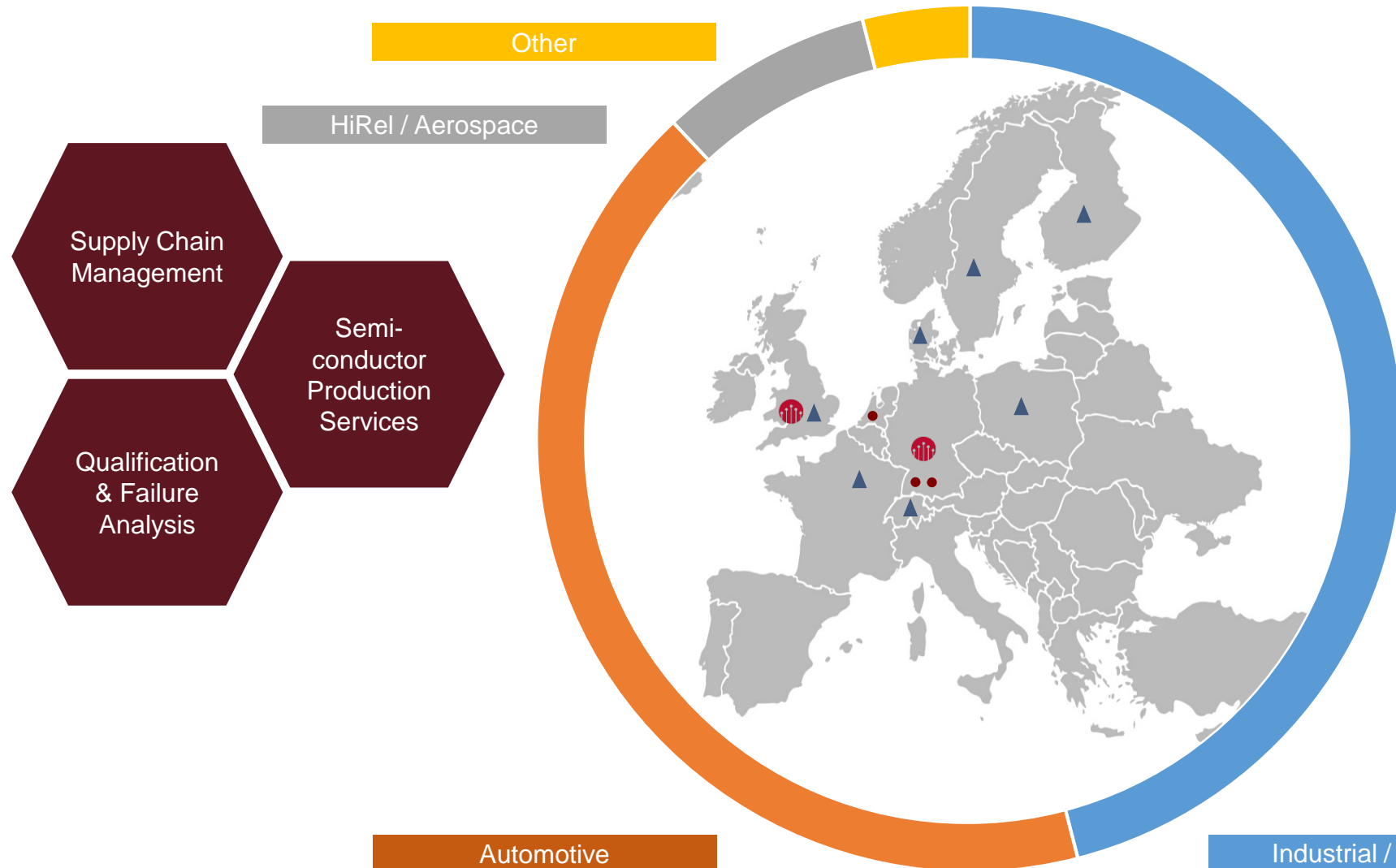
1H2020: 5,361 k€  
2H2020: 6,513 k€



1H2020: -742 k€  
2H2020: +477 k€



# At a glance



## Revenue:

- EUR 11.9 million (2020)

## Employees:

- 86 FTE (2020)

## Locations:

- Deventer, The Netherlands
- Nördlingen, Germany
- Stuttgart, Germany

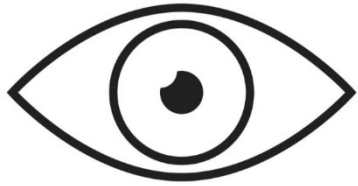
## Sales Offices:

- ▲ Denmark
- ▲ Finland
- ▲ France
- Germany
- ▲ Poland
- ▲ Sweden
- ▲ Switzerland
- ▲ United Kingdom



# Vision & Mission

## Vision



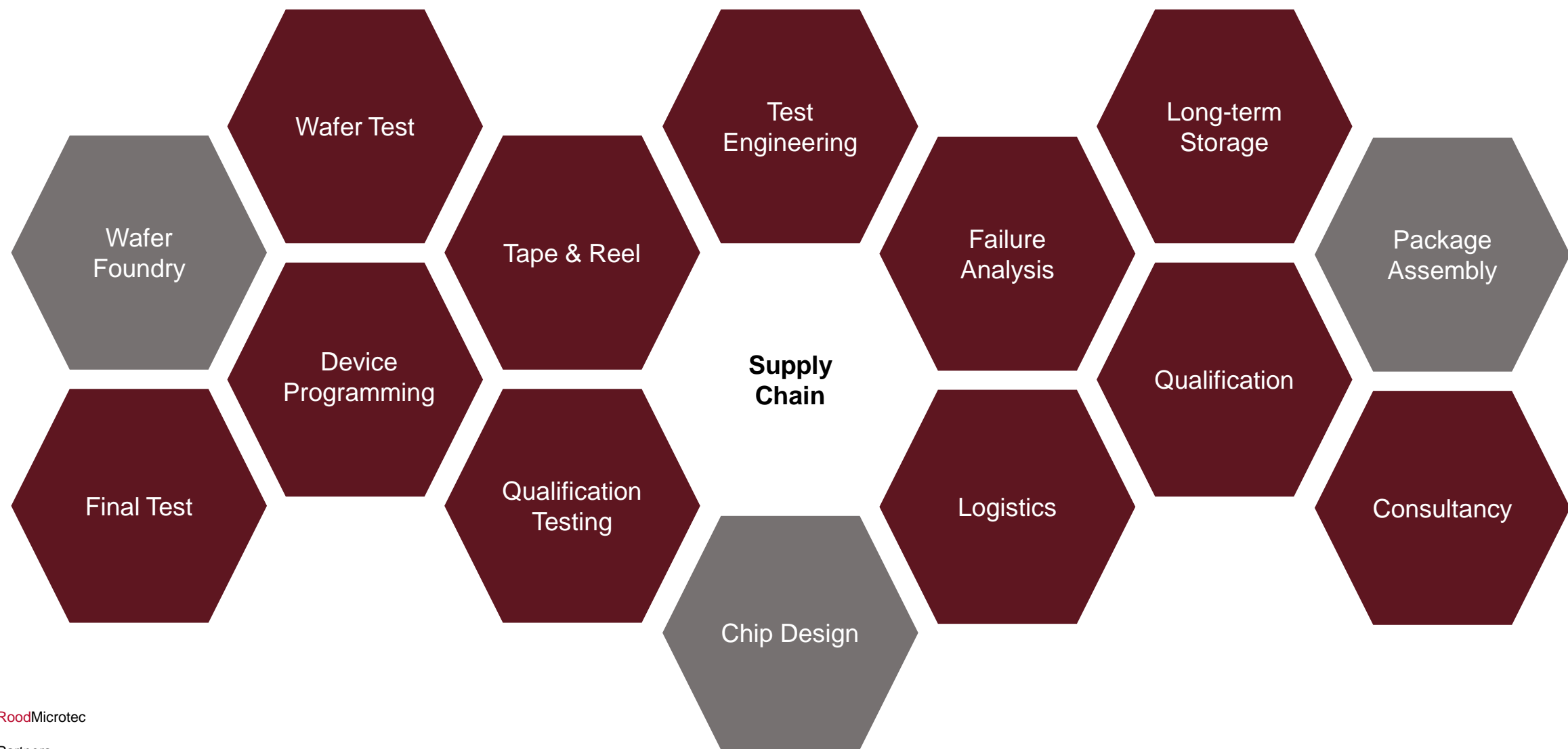
**To offer a complete range of high-quality services that enable the manufacturing and supply of reliable semiconductor devices.**

## Mission

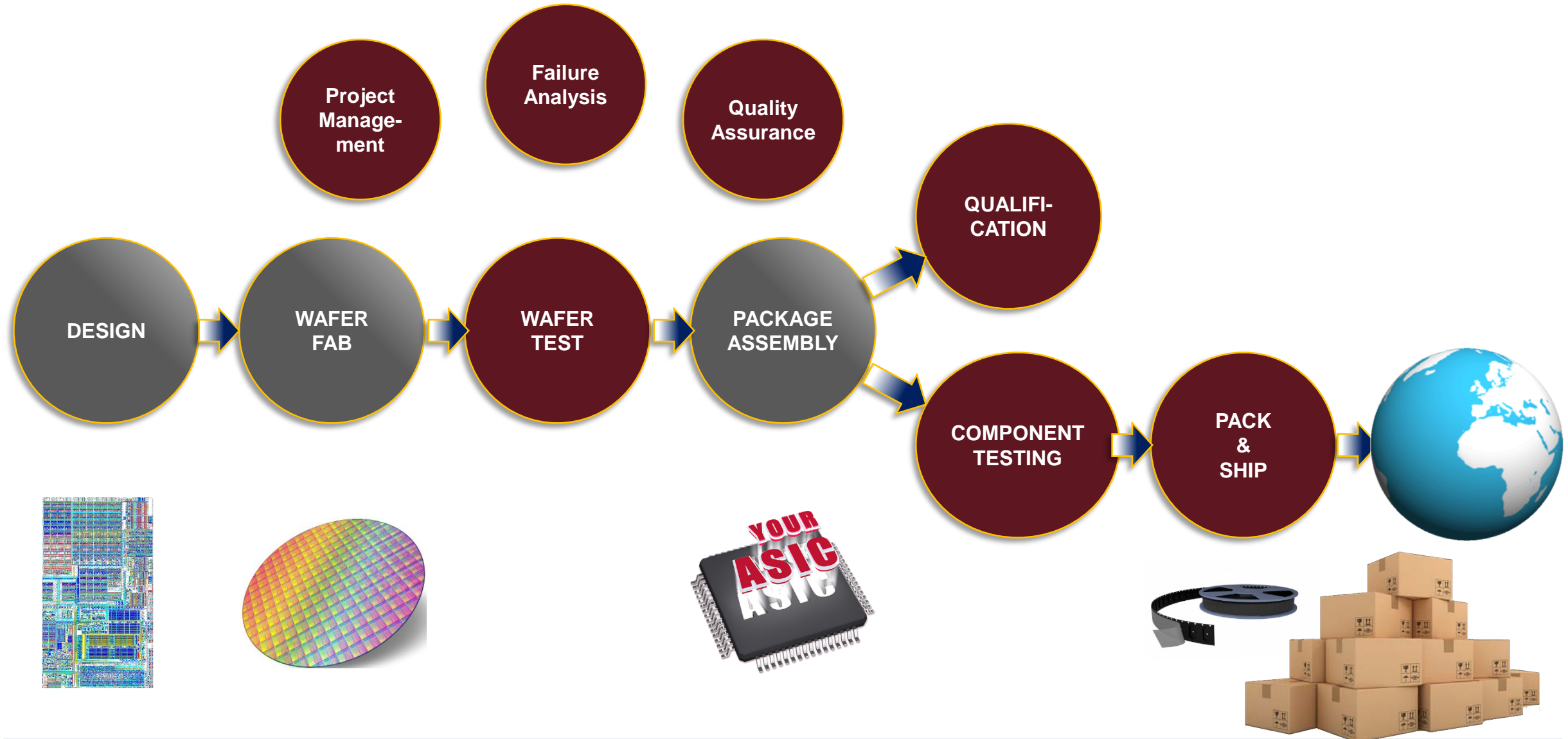


**To be the innovative, independent and reliable partner of choice for semiconductor component supply, test and reliability services.**

# Semiconductor supply and quality services



# Supply Chain Management



# Semiconductor Production Services



## Test Engineering

- Test program development
- Test hardware design
- Correlation and characterization
- Test program conversion
- Test data evaluation and optimization of test solutions
- Design for Test (DFT) support



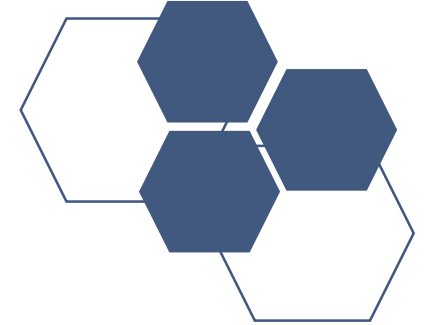
## End-of-Line

- Tape & reel
- Scanning and straightening
- Device programming
- Long-term storage



## Test Services

- Wafer test up to 12 inch at -55°C to +200°C
- Automatic Optical Inspection (AOI)
- IC component testing from -40°C to +125°C
- RF and High Power testing
- Image sensor and PIC testing



# Semiconductor Production Services – test capabilities

## LTX-Credence D10

- Low cost mixed signal tester
- Very compact build-up



## Teradyne $\mu$ -Flex / Flex

- Universal mixed signal tester
- Very accurate, multisite support



## NI PXI

- Low-cost tester
- Bench and production tests



## Advantest SZM3650

- Universal mixed signal tester
- Flexible architecture



## Advantest V93000

- High speed digital tester
- Modular concept, different test heads



# Semiconductor Production Services – handling capabilities

## Electroglas (6 & 8")

4090  $\mu$  @ RT to +150°C



## Gravity Handler

Parts delivered in tubes



## Pick & Place Handler

Parts delivered in trays



## ACCRETECH (6 & 8")

UF200 @ RT to +200°C



## ACCRETECH (8 & 12")

UF3000 @ -55°C to +200°C



## Multitest MT9928

- Tri-temp, -40°C to +150°C



## Multitest MT9510

- Tri-temp, -40°C to +150°C





# Qualification & Failure Analysis

## Environmental Stress Tests

- Temperature Cycling (TC) and Temperature Shock (TS)
- High Accelerated Stress Test (HAST)
- Temperature Humidity Biased (THB)
- High Temperature Reverse Bias (HTRB)
- High Temperature Gate Bias (HTGB)
- High Voltage / Humidity / Temperature Reverse Bias (HV-H3TRB)

## Mechanical Stress Tests

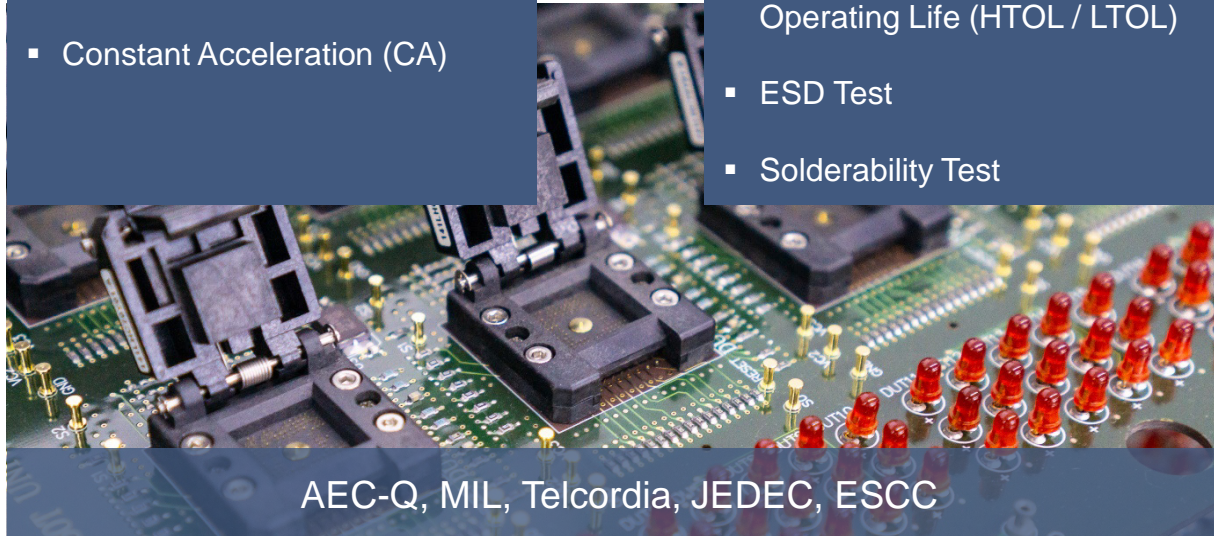
- Vibration
- Shock
- Constant Acceleration (CA)

## Lifetime / Reliability

- Burn-In / Monitoring Burn-In
- High / Low Temperature Operating Life (HTOL / LTOL)
- ESD Test
- Solderability Test

## Optoelectronic Tests and Characterization

- Lifetime and Reliability tests of LEDs, VCSELs, photodiodes
- Electro-optical characterization of emitters and receivers
- Custom development of special reliability tests
- Telcordia GR468 qualification



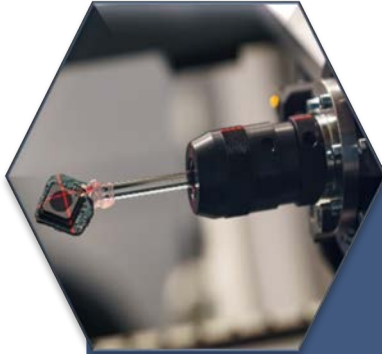
AEC-Q, MIL, Telcordia, JEDEC, ESCC



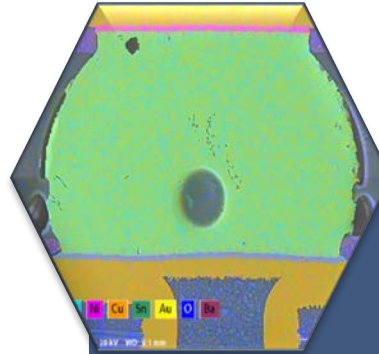
# Qualification & Failure Analysis



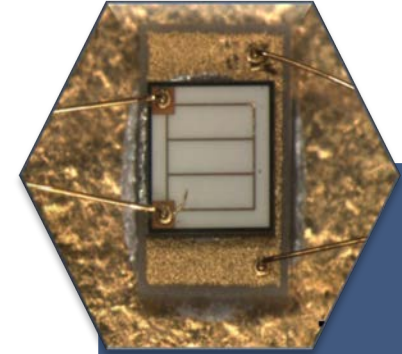
**Failure & Technology Analysis**



**Non-Destructive Testing**



**Material Analysis**



**Qualification & Further Services**

- Decapsulation
- Destructive Physical Analysis (DPA)
- Failure Analysis
- Fault localization with OBIRCH / EMMI
- FIB modification

- X-ray microscopy
- X-ray computed tomography (3D CT)
- Scanning acoustic microscopy
- Visual control and whisker inspection

- Metallography
  - High precision cross sections
  - Light microscopy
- Scanning Electron Microscopy (SEM)
- Material Analysis (EDX)
- Dye penetration / UV-microscopy

- Qualification
  - Lead integrity, solderability
  - Bond pull, bond shear & die shear test
  - Particle Impact Noise Detection (PIND)
  - Seal tests (gross & fine leak)
- Measurement of ionic contamination
- Counterfeit parts identification

# 2020 highlights – commercial & operational

## **SCM projects**

The booked projects progressing towards mass production. Three projects are in the final qualification stage, another one shifts from the definition phase to the implementation phase shortly. Three new projects are in negotiation with different customers.

## **Publicly funded projects**

**Rood**Microtec finalized the GaNScan project successfully. Based on the experience and knowledge gained from this project, we could improve core competencies in SCM and Test Engineering regarding high voltage and high power handling.

## **Investments to increase testing capability and capacity**

Due to an increased demand for testing from our customers, especially in the automotive sector, a second V93k SmartScale SoC Testsystem was installed in the first quarter of 2020. The new state-of-the-art testing system adds extended capabilities and capacity to the Company's portfolio.

In the summer, a third V93k test system was installed. This is running tests of specific high demanding parts for a well renowned customer.



# 2020 highlights – commercial & operational

## **Qualification of press-fit connectors and PCBs**

With our extensive knowledge and equipment, we can perform complete test plans of for press fit connectors. We perform all process steps and analyses from pin separation, press-in with force-displacement-diagram measurements, and climate conditioning up to characterization by means of metallographic cross sectioning, whisker inspection and electrical contact resistance investigations.

## **Strengthening sales**

RoodMicrotec signed a sales representative agreement with Cedar Technologies Ltd. in order to develop new business and to grow market share in the Nordic countries, Poland, UK and Ireland.

## **Communication and seminars**

COVID-19 did not allow face-to-face events. Therefore lectures on various subjects were given during virtual events and conferences, e.g. during an EPIC meeting about VCSELs – published on [YouTube](#).

# Human Resources – the core value of the company

- At the end of 2020 we employed 95 persons.
- Average number of full-time employees in 2020 was 86 due to short-time working which we implemented from March 2020 until the end of the year.
- No COVID-19 interruptions, all measures taken (face masks, distance, digitalization, flexible usage of home office) were fully supported from all our motivated employees.
- Internal apprenticeship of young people in 3 professions.
- Our motivated and ambitious team is committed to high technical and personal competence.
- The team works innovative, thinks and acts in a proactive way to take over responsibility.



# Quality Management - 'Quality First' is our guiding principle

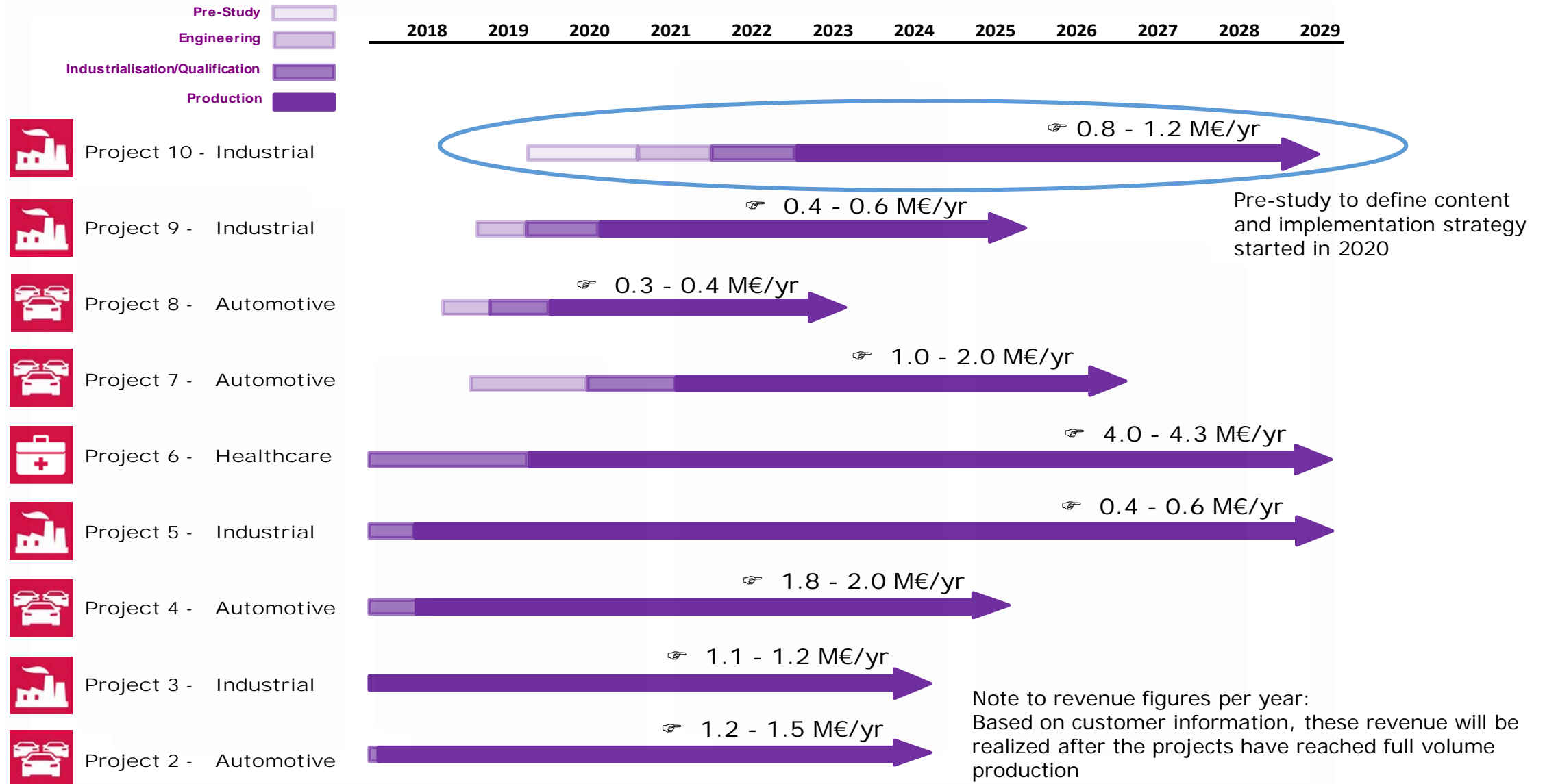


- Forward-looking quality planning & its implementation in all relevant businesses, services and production processes.
- Continuous improvement in all processes.
- High level of dedication and commitment from all employees.
- Provide products at the right time in agreed quality according defined safety and reliability requirements.



The test laboratories are accredited according to DIN EN ISO/IEC 17025:2018 by the accreditation body DAkkS. The accreditation is valid only for the scope listed in the annex of the accreditation certificates D-PL-12120-01-01 and D-PL-12120-01-02.

# SCM – running projects





# SCM – potential new projects

● **RoodMicrotec** is continuously negotiating new SCM projects with its customer base, the following example services are discussed, defined and quoted during this phase:

- Design – is the customer looking for an ASIC design partner through **RoodMicrotec**
- Wafer supply – is the customer asking **RoodMicrotec** to source the wafers
- Packaging – is the customer looking for a standard or custom package, shall **RoodMicrotec** support in design and supply
- Test solution – does the device need to be tested at wafer and/or component level, is there a requirement for temperature testing
- Qualification – according which standard does the device need to be qualified
- Logistics – where will the part be used, buffer stock, customs rules, etc.

● Three projects are actively under negotiation:

● P3 – Industrial	Customer decided to not do an ASIC due to shifted requirements.		
● P5 – Automotive	Definition phase	Expected production start 2025	Total revenue expected to be EUR 1 – 3 million
● P7 – Automotive	Quote phase	Expected production start 2023	Total revenue expected to be EUR 6 – 8 million
● P8 – Industrial	Quote phase	Expected production start 2022	Total revenue expected to be EUR 1 – 2 million

(Note: Total revenue is based on customer estimation and valid for the total life time of the project)



**Market  
development,  
trends &  
strategy**



# Focus on the fast growing sectors & trends

- Semiconductor market growth is forecasted with an annual growth rate CAGR of 6% for the period 2021–2026 (Source – see below)

- Trends

- >>> Mobility

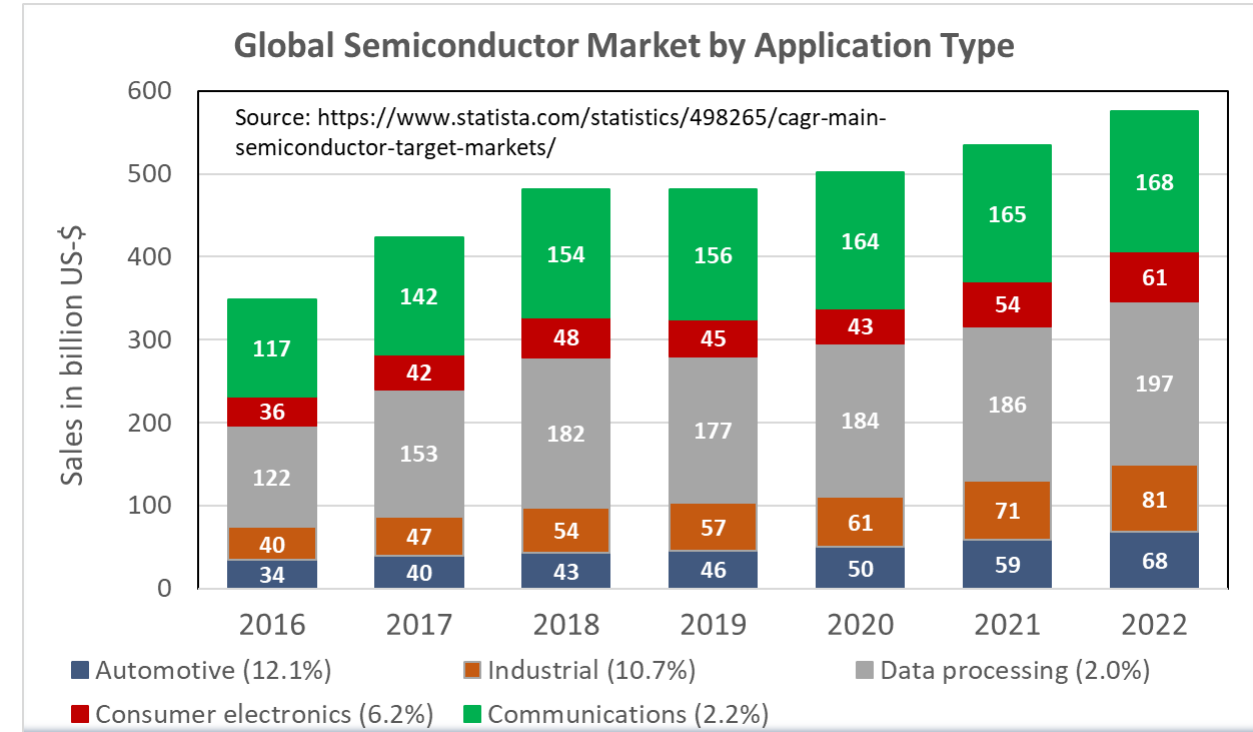
- EV, automated / autonomous driving (ADAS), radar, lidar, camera

- >>> Connectivity

- Industry 4.0, IoT, e-medical, fitness tracker

- >>> Energy

- power generation, energy saving



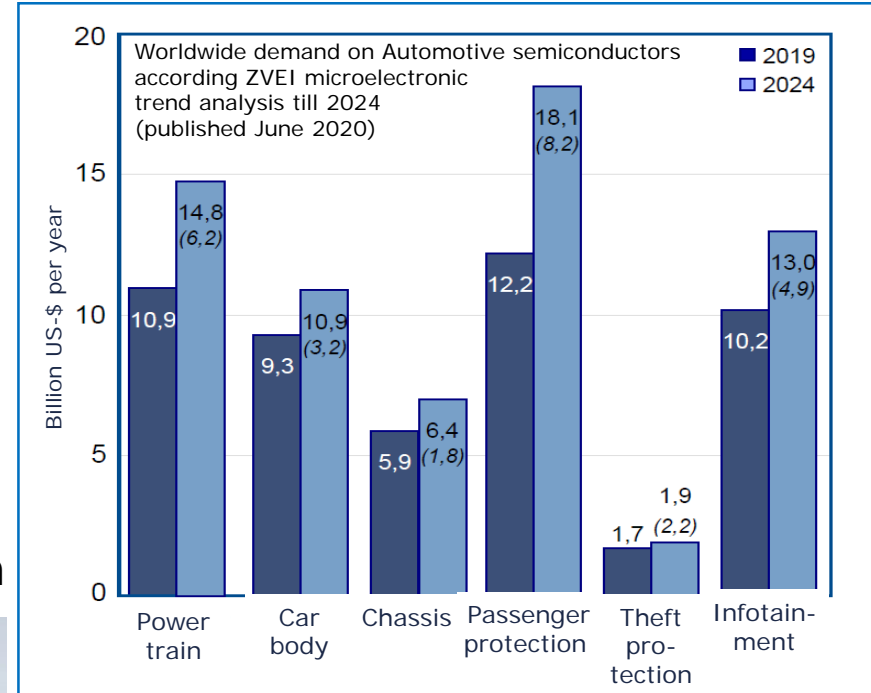
Source: [https://finance.yahoo.com/news/global-semiconductor-market-landscape-2021-124300966.html?guccounter=1&guce\\_referrer=aHR0cHM6Ly93d3cuZ29vZ2x1LnNvbS8&guce\\_referrer\\_sig=AQAAAEsvL\\_RuBD3NVQBd8msEDBJCTbEUoBXe4\\_hd3n7-ctSGli6jPxr33CAMMcNhKVcaHfbqhRqc3\\_rGAKRff9jykUzzssqLosahwM1nEGXtNnTRIOHJXMIFV0tp\\_1dbTbQe43EvYGHouAqSRRktg-QQ7Ivda0ALhbnXyoAC-ehQprB](https://finance.yahoo.com/news/global-semiconductor-market-landscape-2021-124300966.html?guccounter=1&guce_referrer=aHR0cHM6Ly93d3cuZ29vZ2x1LnNvbS8&guce_referrer_sig=AQAAAEsvL_RuBD3NVQBd8msEDBJCTbEUoBXe4_hd3n7-ctSGli6jPxr33CAMMcNhKVcaHfbqhRqc3_rGAKRff9jykUzzssqLosahwM1nEGXtNnTRIOHJXMIFV0tp_1dbTbQe43EvYGHouAqSRRktg-QQ7Ivda0ALhbnXyoAC-ehQprB)

# Market outlook – automotive electronics

Healthy CAGR of 7.9% through 2028 resulting in USD 392.5 billion in 2028

Source: <https://www.grandviewresearch.com/press-release/global-automotive-electronics-industry>

- No real growth in number of vehicles in the next years
- Push for electric vehicles and autonomous driving and in parallel decrease of combustion engines (CO2-emission free)
- Increasing demand of electronic devices within the vehicles - 2021 about 450 Euro semiconductor value per car, growth expectation in the next years to about 1,500 Euro
  - Safety
  - Security
  - Vehicle-to-Vehicle and Vehicle-to-Infrastructure Communication
  - In-car functions / on-demand functions



Source: <https://tech.hyundaimotorgroup.com/article/ev-a-to-z-encyclopedia-2-battery-safety/>

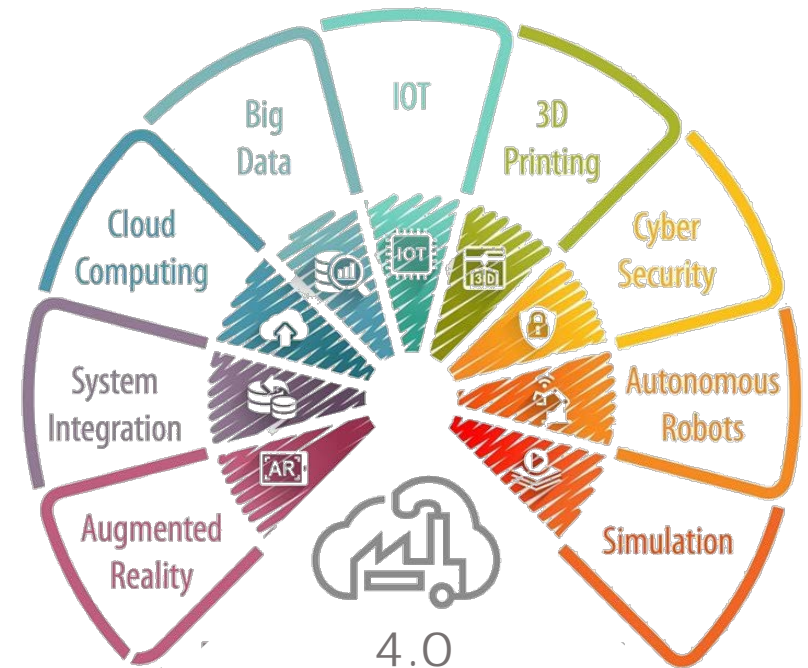


# Market outlook – industrial

Industrial / IoT electronics: CAGR 16.4% for 2021 – 2028  
expected market value USD 337.1 million in 2028

Source: <https://www.fortunebusinessinsights.com/industry-4-0-market-102375>

- Growing market for machines
- Significant growth of electronic devices within the systems driven by Industry 4.0, AI, robots, etc.
  - Sensor technology
  - Safety



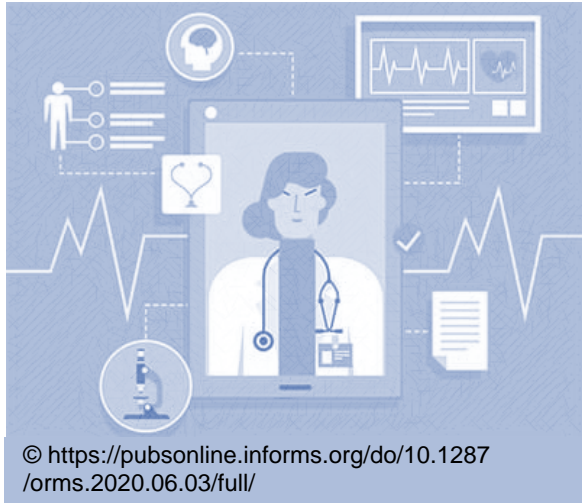
Source: <https://www.linkedin.com/pulse/stronger-together-lean-industry-40-john-p-/>



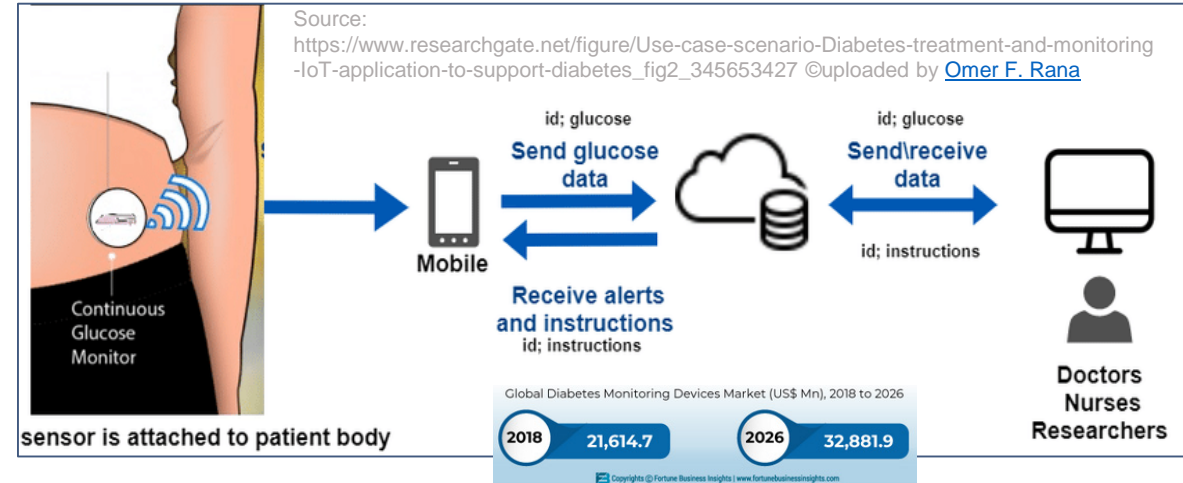
Source: <https://roboticsandautomationnews.com/2021/04/22/the-role-of-robotics-and-automation-in-industry-4-0/42638/> published April 22, 2021

# Market outlook – medical

- Growing demand for medical applications / IoMT
- CAGR of 13.2% (2020-2027) reaching USD 333 billion by 2027  
(Source: <https://www.alliedmarketresearch.com/press-release/Internet-of-things-iot-healthcare-market.html>)
- Significant growth of electronic devices within specific application areas:



- Diagnostics, remote consultation
- Telemedicine, in-patient monitoring
- Implants like pacemaker, hearing aids
- Safety
- Point-of-Care, workflow management





# RoodMicrotec – strategy (markets)



Automotive

- E-Mobility (high power electronics)
- Lighting (laser LED headlights, interior lighting)
- Autonomous driving (sensors, laser, radar, lidar, powerful computing hardware)



Medical

- Lab on a chip / biochip
- Smart & active implants (flexible hermetically sealed electronics)
- Miniaturization, wearable technologies, intelligent sensors



Industrial

- Wireless communication (Industry 4.0)
- Energy harvesting
- Autonomous systems (connected systems such as sensor networks)



HiRel / Aerospace

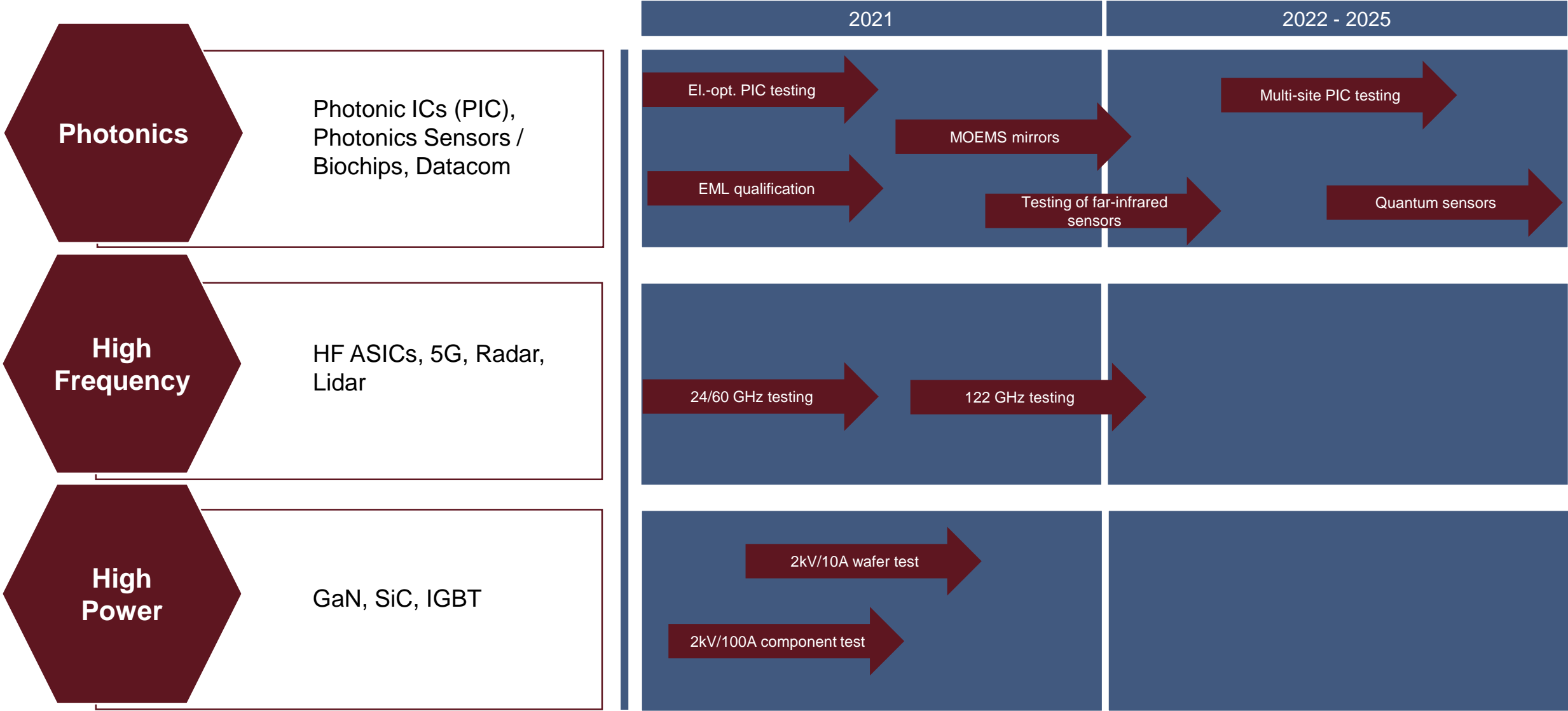
- COTS (Components-Off-The-Shelf)
- Non-destructive inspection
- Automotive qualification for “high” volume space applications

# RoodMicrotec – strategy (operations)

- We invest in new equipment to strengthen our technical position to be able to service these markets.
- We work with Fabless Companies to show that RoodMicrotec is a competitive SCM player.
- We take full responsibility as a supply chain specialist for every step in the supply chain.
- We continue to look for smaller, faster turnaround opportunities in Qualification & Failure Analysis.
- We further strengthen our internal quality system (ISO 9001, VDA 6.2 and ISO/IEC 17025), with focus on risk assessment
- Furthermore, we are:
  - Combining long-term contracts with long lead times and short-term orders with shorter lead times.
  - Continuing to focus on development of new technologies and special requirements from the market, such as optical sensors, high power and RF solutions for the automotive and industrial requirements.
  - Strengthening our brand awareness in the market by organizing seminars on e.g. qualification, failure analysis and supply chain activities.



# RoodMicrotec – strategy (a look into the future)





## Financials & outlook



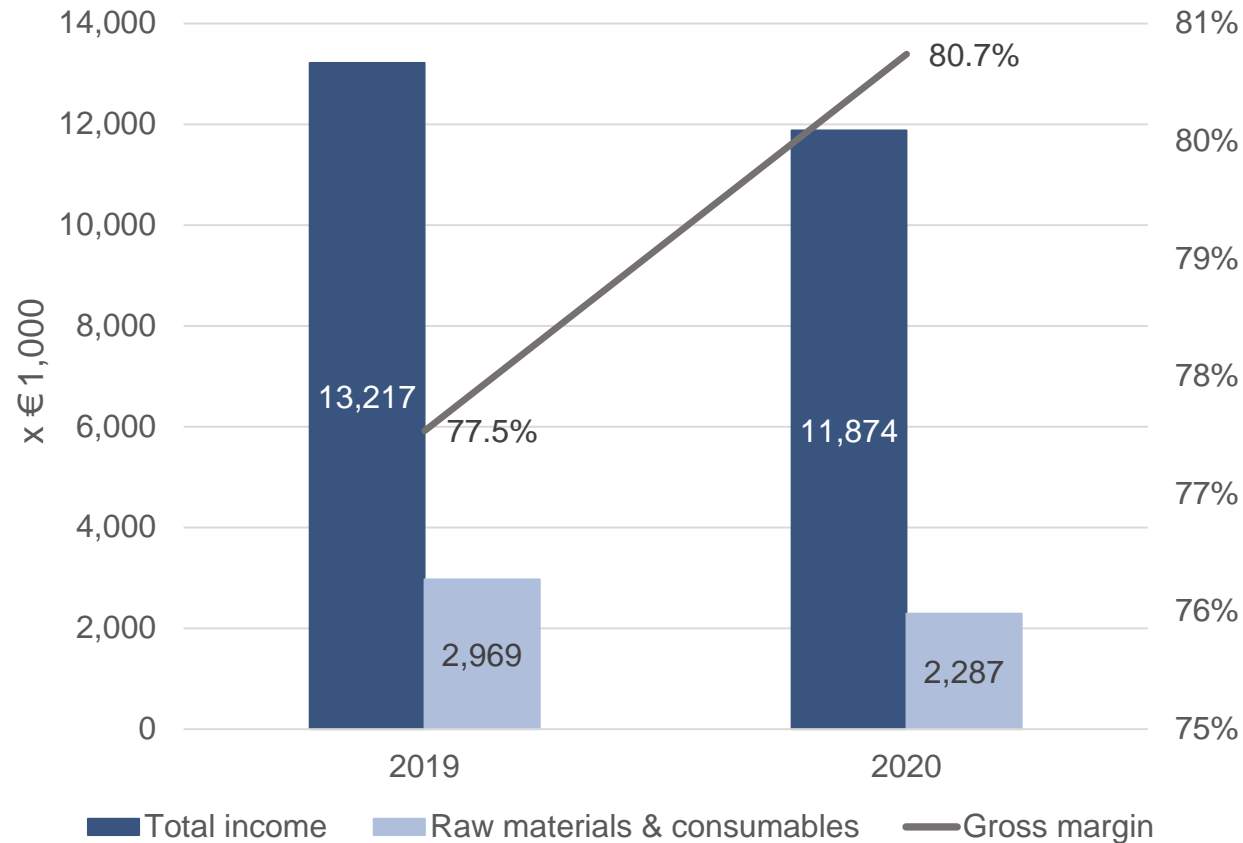
# Consolidated statement of profit or loss

(x EUR 1,000)	2020	2019
Net sales	11,455	12,828
Other income	419	389
<b>Total income</b>	<b>11,874</b>	<b>13,217</b>
Raw materials and consumables	-2,287	-2,969
Personnel expenses	-6,192	-6,819
Other expenses, other than depreciation and amortization	-2,050	-1,890
EBITDA <sup>1</sup>	1,345	1,539
Depreciation and amortization	-1,544	-1,416
Result from operating activities (EBIT <sup>2</sup> )	-199	123
Financial expenses	-170	-210
<b>Profit (loss) before taxes</b>	<b>-369</b>	<b>-87</b>
Taxes	104	14
<b>Net profit (loss)</b>	<b>-265</b>	<b>-73</b>

# Consolidated statement of comprehensive income

(x EUR 1,000)	2020	2019
Net profit (loss)	-265	-73
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of defined benefit obligations	-154	-583
Remeasurement of plan assets	—	-1,210
Revaluation of land and buildings	380	—
Tax implication <sup>1</sup>	-62	160
<b>Total other comprehensive income</b>	<b>164</b>	<b>-1,633</b>
<b>Total comprehensive income</b>	<b>-101</b>	<b>-1,706</b>
<b>Total comprehensive income attributable to:</b>		
Equity holders of the parent	-101	-1,706
Non-controlling interests	—	—
<b>Total comprehensive income</b>	<b>-101</b>	<b>-1,706</b>

# 2020 total income & gross margin



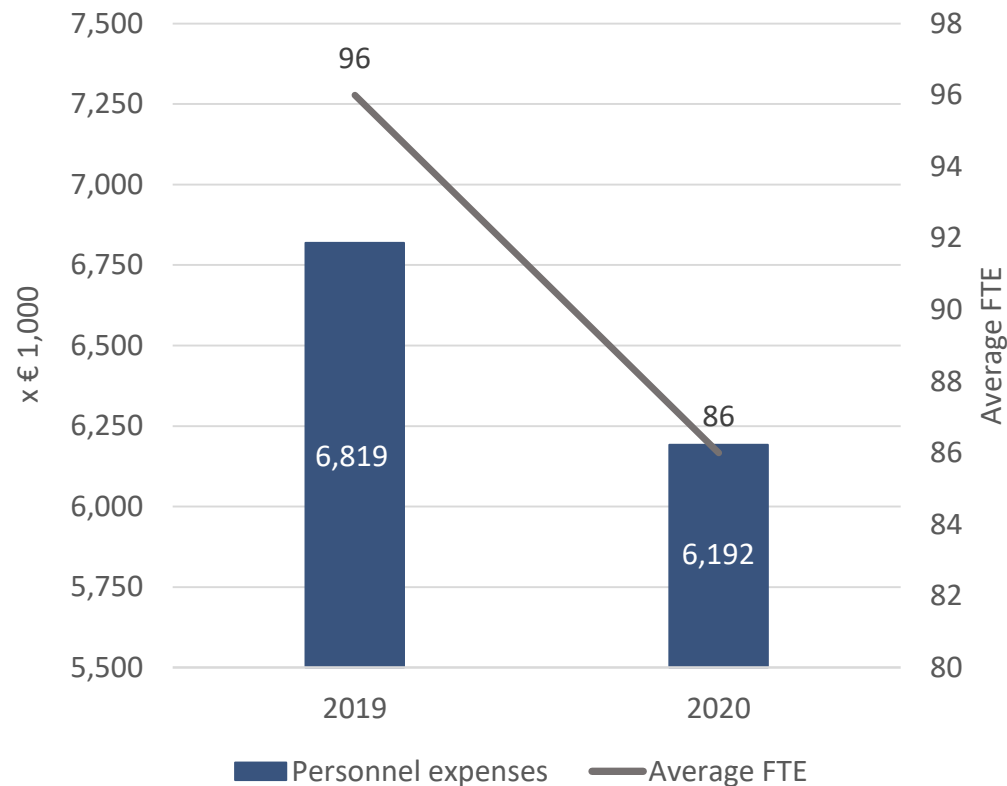
## Total income FY2020 vs FY2019

- Dropped by 10%
- Strong recovery in 2H2020

## Gross margin

- Improved due to lower usage of raw materials & consumables

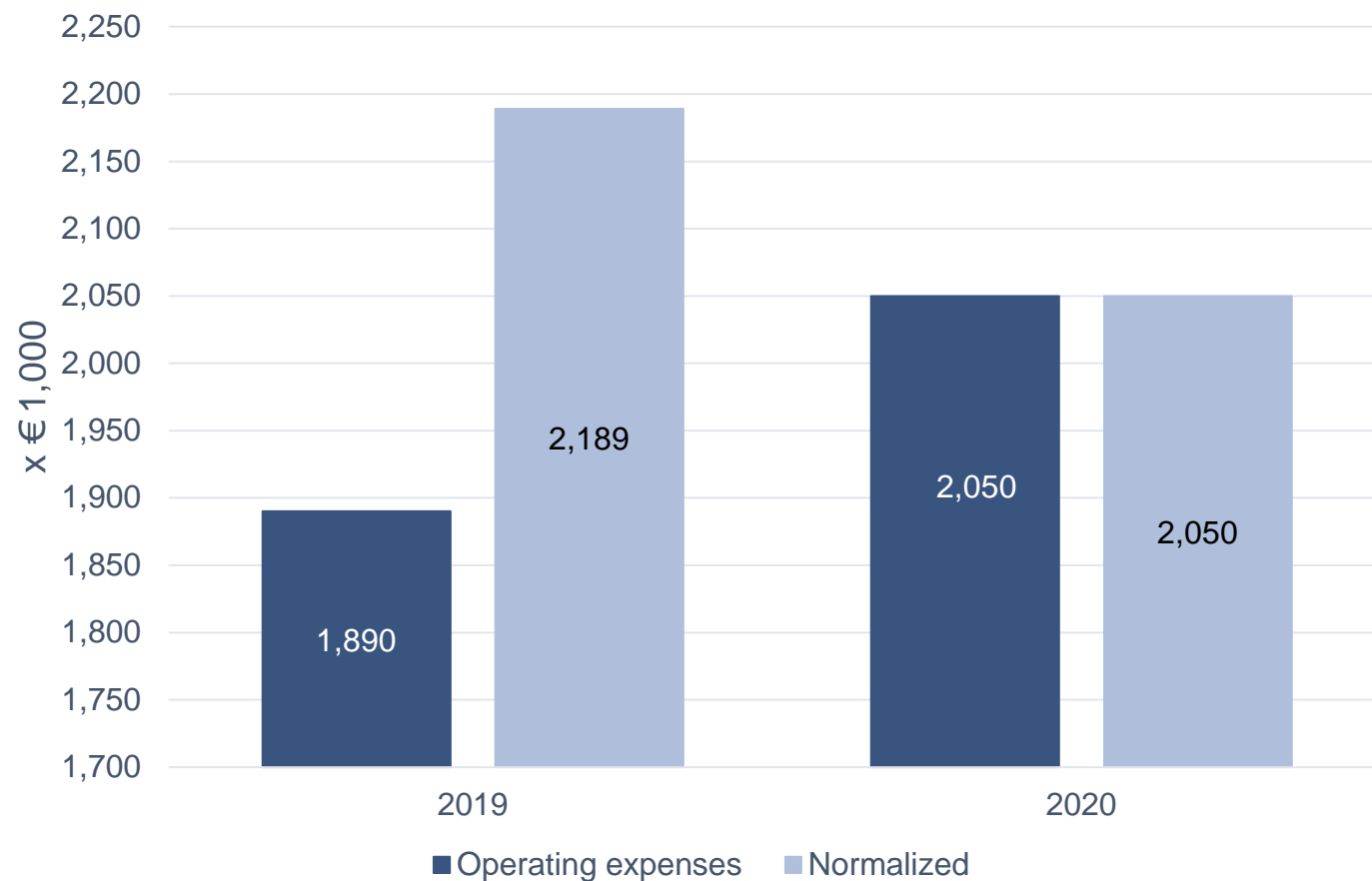
# 2020 personnel expenses



## Personnel expenses FY2020 vs FY2019

- Decreased by 9%
- Salary expenses reduced due to short-time work introduced in Germany (March 2020)
- No repayment risk
- Headcount year end 2020 was 95 FTE
- 2020 average FTE was 86, incl correction for short-time work (-10 FTE)
- Total income per FTE stayed stable at € 138k

# 2020 other operating expenses

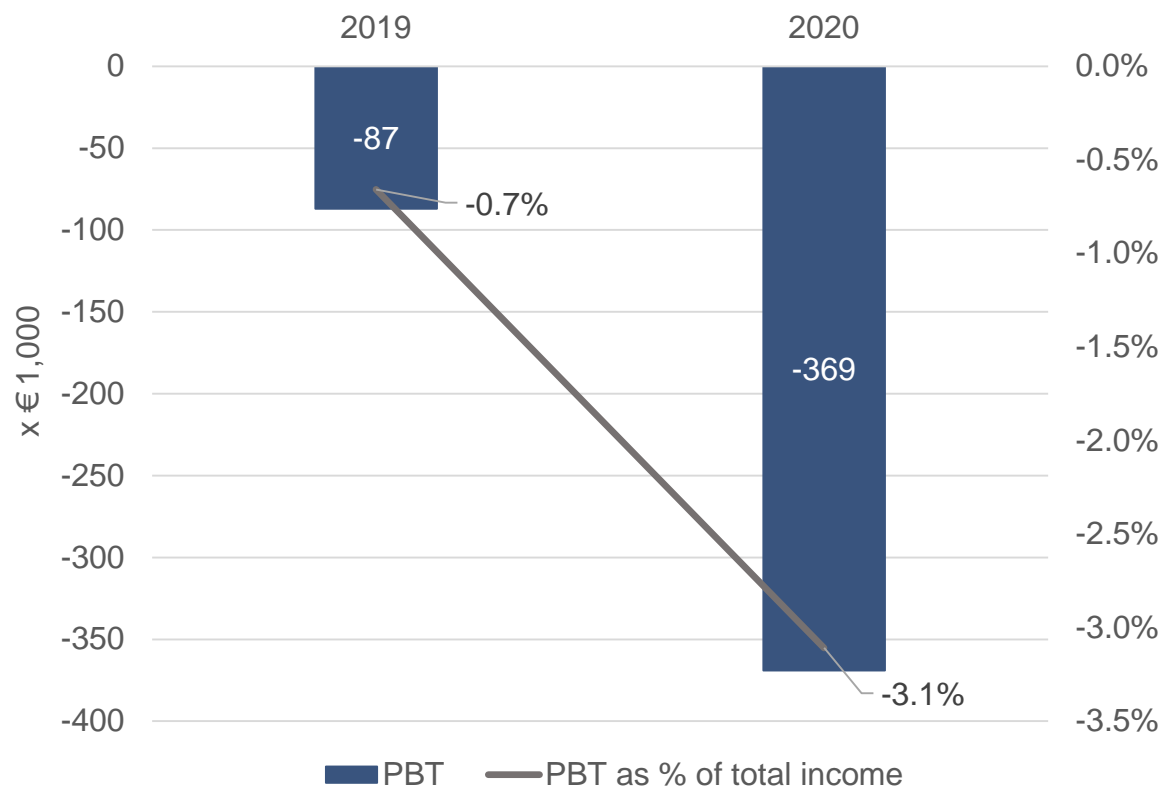


## Other OPEX FY2020 vs FY2019

- Increased by 8%
- 2019 includes one off release of provision of € 299k
- Normalized OPEX shows a 6% reduction



# 2020 profit (loss) before tax



## PBT FY2020 vs FY2019

- PBT landed at € 369 negative
- Primary affected by drop in total income
- Operating expenses well under control
- Slight increase of depreciation due to investment in tester beginning 2020
- Financial expenses reduced caused by extension of bond loan
- Strong recovery in 2H2020

## Taxes

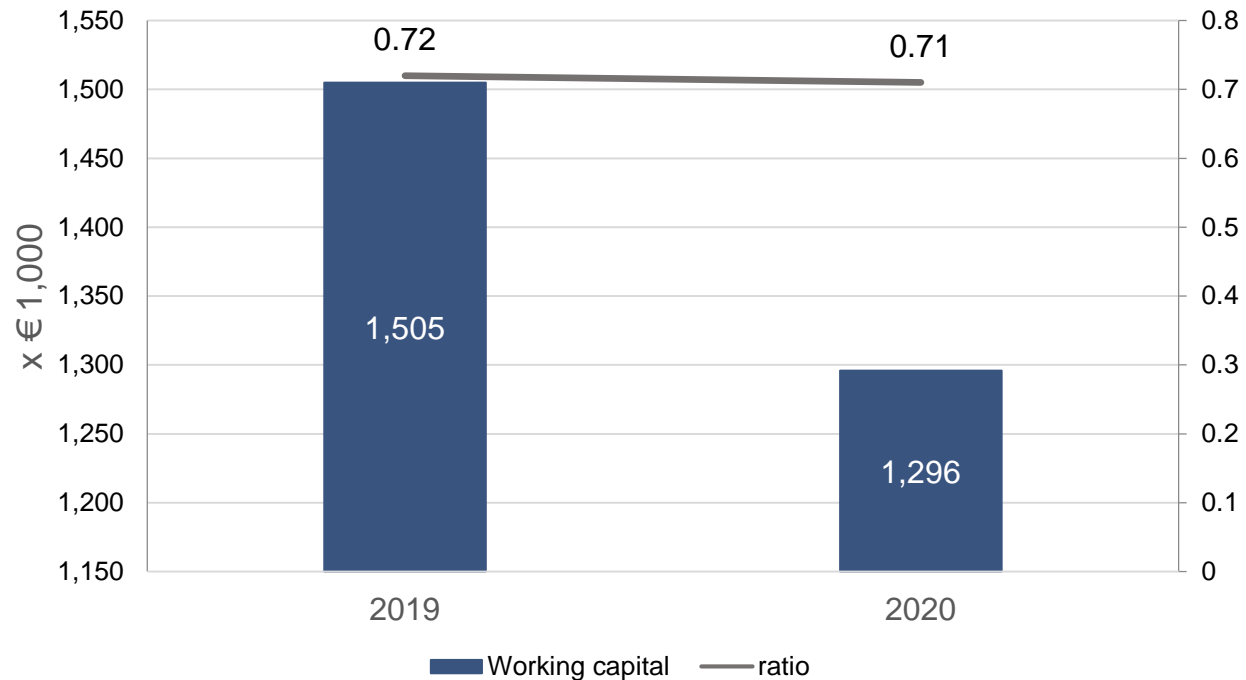
- Consist of deferred taxes only

# Statement of financial position

(x EUR 1,000)	31-12-2020	31-12-2019
<b>Assets</b>		
Property, plant and equipment	6,202	6,130
Right-of-use assets	728	956
Intangible assets	2,247	2,318
Deferred tax balances	1,636	1,594
<b>Non-current assets</b>	<b>10,813</b>	<b>10,998</b>
Inventories	69	101
Contract assets	563	363
Trade and other receivables	1,541	1,830
Cash and cash equivalents	1,351	1,002
<b>Current assets</b>	<b>3,524</b>	<b>3,296</b>
<b>Total assets</b>	<b>14,337</b>	<b>14,294</b>

(x EUR 1,000)	31-12-2020	31-12-2019
<b>Equity and liabilities</b>		
Issued share capital	8,239	8,239
Share premium	20,709	20,709
Revaluation reserve	1,985	1,789
Retained earnings	-29,583	-29,286
Equity, attributable to equity holders of the parent	1,350	1,451
Non-controlling interests	2,494	2,494
<b>Total equity</b>	<b>3,844</b>	<b>3,945</b>
Lease liabilities	460	672
Defined benefit obligation	4,984	5,020
Provisions	60	105
<b>Non-current liabilities</b>	<b>5,504</b>	<b>5,797</b>
Loans and borrowings	2,488	2,474
Lease liabilities	273	287
Trade and other payables	2,228	1,791
<b>Current liabilities</b>	<b>4,989</b>	<b>4,552</b>
<b>Total equity and liabilities</b>	<b>14,337</b>	<b>14,294</b>

# Working capital & ratios



## Working capital\* FY2020 vs FY2019

- Trade receivables reduced since stricter collection procedures
- Trade & other payables increased due to started orders
- Offset by higher position inventory/contract assets for started orders

\* *excluding lease liabilities*

## Ratios

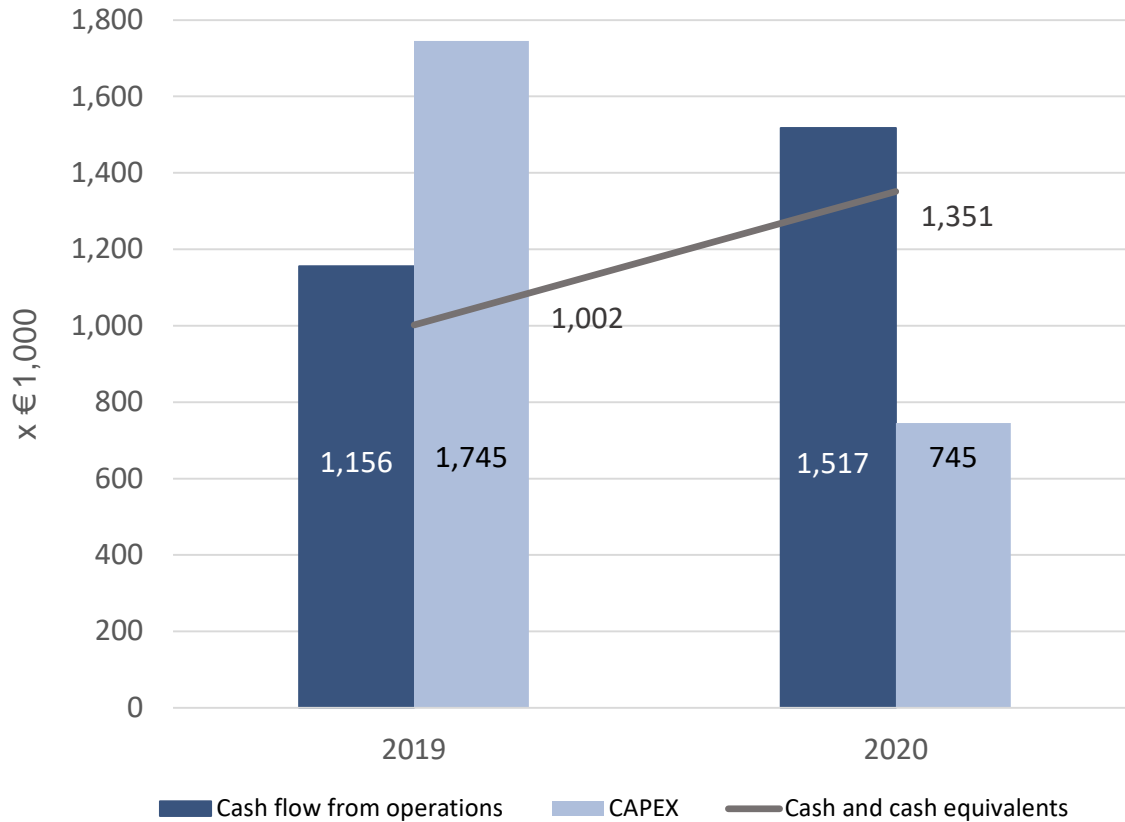
- Solvency 27% (2019: 28%)
- Debt ratio 0.8 (2019: 1.0)

# 2020 cash flow statement

(x EUR 1,000)	2020	2019
Net profit (loss) for the year	-265	-73
Adjustments for:		
– Depreciation	1,353	1,205
– Amortization	191	211
– Financial expenses	170	210
– Tax expenses	-104	-14
– Movements in net defined benefit obligations	-190	-148
– Movements in provisions	-45	2
– Share-based payments	—	-3
	1,110	1,390
Changes in working capital:		
– Inventories	32	43
– Contract assets	-200	86
– Trade and other receivables	289	262
– Trade and other payables	438	-477
<b>Cash generated from operating activities</b>	<b>1,669</b>	<b>1,304</b>
Interest paid	-152	-148
<b>Net cash from operating activities</b>	<b>1,517</b>	<b>1,156</b>

(x EUR 1,000)	2020	2019
<b>Cash flows from investing activities</b>		
Acquisition of property, plant and equipment	-745	-1,745
Disposal of property, plant and equipment	—	4
Investments in intangible assets	-120	-150
Disinvestment of financial assets	—	81
<b>Net cash from investing activities</b>	<b>-865</b>	<b>-1,810</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of share capital	—	445
Payment of lease liabilities	-303	-292
Repayment of borrowings	—	-235
<b>Net cash flow from financing activities</b>	<b>-303</b>	<b>-82</b>
<b>Net cash flow</b>	<b>349</b>	<b>-736</b>
Cash and cash equivalents less bank overdrafts:		
– at January 1	1,002	1,738
– at December 31	1,351	1,002
<b>Net cash flow</b>	<b>349</b>	<b>-736</b>

# 2020 cash flow and CAPEX



## Operations

- Operating cash flow positive driven by strong working capital control

## Investments

- CAPEX limited since drop total income

## Financing

- Maturity date bond loan extended
- End December refinance of bond loan announced

# Events after balance sheet date

## **Repayment of secured bond loan listed at NPEX**

End of March 2021 the secured bond loan listed at NPEX with a nominal value of EUR 2.5 million and a maturity date June 30, 2021 is fully repaid and the company is in the process of releasing the securities.

## **Provided loan of EUR 2.6 million**

End of March 2021 a group of long time investors provided a loan in the amount of EUR 2.6 million with a duration of 36 months. RoodMicrotec's management participated in the refinancing to show their confidence in the Company's business plans and future projects, Mr. O.M. Sallenhag with EUR 60,000 and Mr. A. Ladega with EUR 15,000. The loan has a 4.75% p/a interest that shall be paid quarterly. The loan is unsecured, provided that in the event of a default the Lenders (other than the Management) may require a first ranking right of mortgage on property of RoodMicrotec GmbH in Nördlingen; and a first ranking right of pledge on other fixed assets. The Group granted a total number of 7,485,000 non-listed 5-year warrants to the Lenders (except the Management). Each Warrant shall entitle the relevant Lender or subsequent holder of the Warrants to subscribe for one ordinary share in the capital of the Company at a subscription price of EUR 0.15, to be paid in cash upon exercise. Of the Warrants issued, 1/3 shall be issued on a non-conditional basis with a vesting period of 1 year, 1/3 shall be issued conditional upon the amount of the secured loan that shall be outstanding on the first anniversary of completion and 1/3 shall be issued conditional upon the amount of the secured loan that shall be outstanding on the second anniversary of completion. As no warrants shall be granted to the Management, it shall be entitled to 6.75% p/a interest on the loan.

# Outlook and first quarter 2021

## Outlook

- Currently, it is still not possible to forecast the duration of the COVID-19 disruption, the impact of the increasing number of infections in Europe or the impact of the worldwide logistics situation. With the present visibility, RoodMicrotec expects a total income in the range of EUR 12.8 million to EUR 13.4 million in 2021. The profit before tax in 2021 is expected to be in the range of 2% to 4% of the total income.

## First quarter 2021

- Total income for the first quarter of 2021 was EUR 3.8 million (first quarter 2020: EUR 2.9 million).
  - The total income for the first quarter of 2021 includes an exceptional high level of additional work in progress (EUR 0.5 million) for SCM project preparations. This is done to manage the supply chain during a planned shift of assembly house, to secure the continued deliveries of these products for the rest of 2021.
- Strong improvement in cash position in the first quarter of 2021.
- Book-to-bill ratio maintained above one.





## Risk & Corporate Governance policy



# Risk & Corporate Governance policy

● The following documents (based on the latest version of the Dutch Corporate Governance Code) are available on [www.roodmicrotec.com](http://www.roodmicrotec.com)

- Corporate Governance
- Policy for Bilateral Contacts with Shareholders
- Code of Conduct
- Regulations for the Supervisory Board
- Remuneration policy
- Whistle Blower policy

## 2.b Report of the Supervisory Board on the 2020 financial year

### **High priority before the December 31, 2020 balance sheet date**

During the financial year 2020, high priority was given by the Supervisory Board to refinancing the secured bond loan issued in 2014 and listed on NPEX. Initially, the Supervisory Board decided to propose an extension of the secured bond loan term with one additional year till June 30, 2021, which was approved by the Extraordinary Meeting of Bondholders on May 6, 2020. After that, full focus was on refinancing the secured bond loan, which could be announced on December 31, 2020. A group of longtime investors in the Company (with co-operation of the Management) provide an unsecured three-year loan for EUR 2.6 mio in return for 4.75% p.a. interest and warrants.

### **High priority after the December 31, 2020 balance sheet date**

The Supervisory Board has been heavily involved by supervising the determination and audit process of the financial statements 2020, including the events after the balance sheet date. This included, amongst others, the following topics: goodwill impairment test, going concern evaluation, liquidity risk related to COVID-19, external audit executed by KPMG Accountants N.V., and repayment of the secured bond loan followed by termination of the bonds listed on NPEX.

## 2.b Report of the Supervisory Board on the 2020 financial year

### **Supervisory Board proposals to AGM to be held on June 10, 2021**

The Supervisory Board proposes to (i) adopt the financial statements for the financial year 2020, (ii) discharge the Board of Management from liability for its conduct of business in 2020, (iii) discharge the Supervisory Board from liability for its supervision of the management in 2020, and (iv) charge the net loss for the financial year 2020 to the retained earnings reserve within equity.

### **Composition of the Supervisory Board**

The Supervisory Board proposes to (i) re-appoint Mr. Vic Tee for an exceptional additional 1-year period, and (ii) appoint Mr. Ruud van der Linden for a 4-year period. Despite best practice provision 2.2.2 of the Dutch Corporate Governance Code (i.e. maximum term of twelve years), the Supervisory Board has nevertheless decided to propose to re-appoint Mr. Tee for a final 1-year term due to unexpected delays for the availability of the planned new member caused by the COVID-19 pandemic. The Supervisory Board intends to safeguard for the Company the specific and extensive knowledge of the semiconductor industry in the Supervisory Board and to enable a preferred overlap of one year to complete the necessary handover requirements between Mr. Tee and Mr. van der Linden. Provided that the AGM approves both proposals for (re)appointment, the Supervisory Board will consist of three members with a preferred overlap of at least one year between election of a new member to guarantee good succession of supervisory board members.

## 2.c Adoption of the 2020 financial statements and remuneration report

- 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 2020 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.



# Audit annual report 2020 RoodMicrotec N.V.

Presentation for the Annual General Meeting

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10 June 2021

# Our activities and reports

## Annual report

- Audit financial statements
- Report of the Board of Management and other information, including corporate governance code
- Remuneration report integrated in Annual report in 2020

UNQUALIFIED

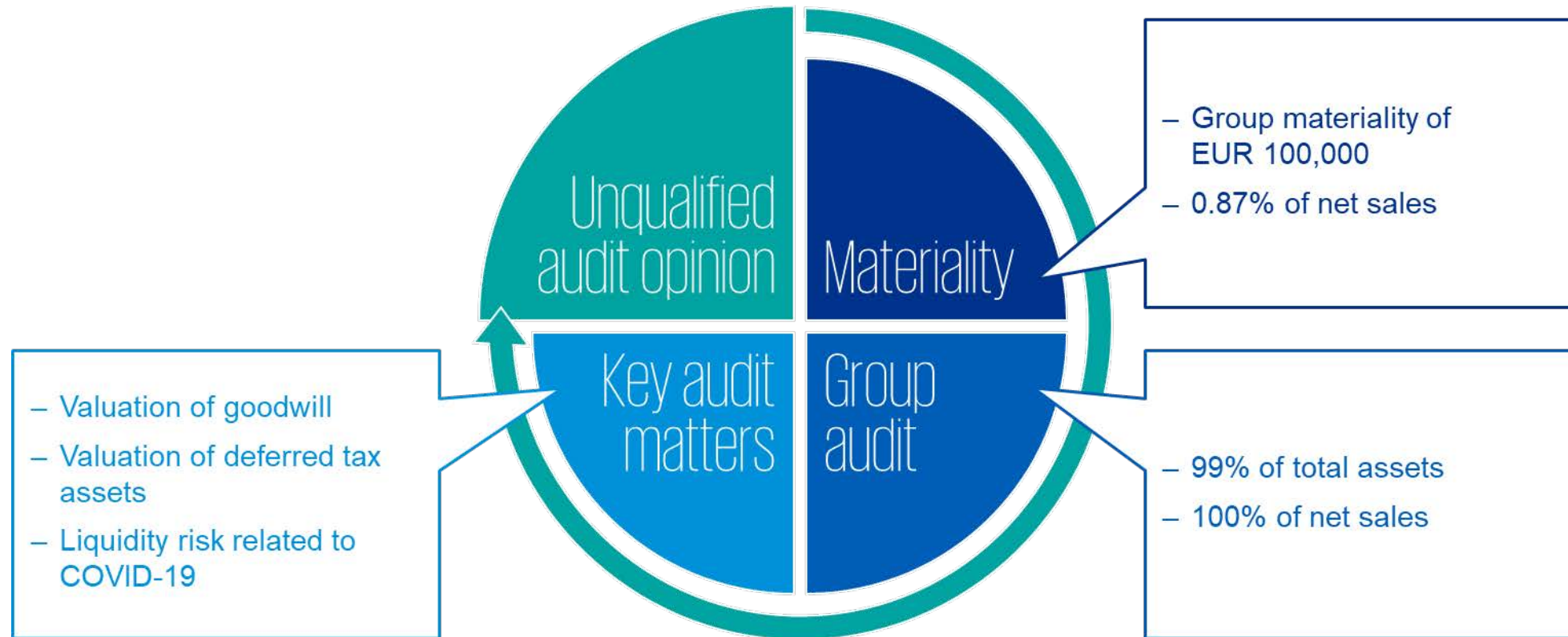


## Report of the Board of Management, other information and remuneration report

- Concluded that these are consistent with the financial statements and do not contain material misstatements
- Concluded that these contain the information as required by Part 9 of Book 2 of the Dutch Civil Code



# Key matters of our audit approach






Thank you for  
your attention

## 2.c Adoption of the 2020 financial statements and remuneration report

- The Supervisory Board has approved the financial statements for the 2020 financial year, as drawn up by the Board of Management and included in the 2020 Annual Report. It is proposed to the Meeting to adopt the 2020 financial statements.
- This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2020, which is included in the 2020 Annual Report on pages 48 to 52. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

### ● Voting result

## 2.d Appropriation of the 2020 net result

 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 loss of the Company for the 2020 financial year in the amount of EUR 265,000 is charged against the retained earnings reserve within the equity of the Company.

 Voting result

## 3.a Discharge of the members of the Board of Management from liability for their management in 2020

- 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 2020 financial year.
- Voting result

## 3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2020

- 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 2020 financial year.

- Voting result

## 4. Re-appointment of Mr. Vic Tee as member of the Supervisory Board for a 1-year period

- In accordance with clauses 19 and 24 of the Company's Articles of Association, the Supervisory Board nominates Mr. Vic Tee for re-appointment as a member of the Supervisory Board of the Company for a 1-year period.
- It is proposed that the Meeting re-appoints Mr. Tee as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of one year with effect from the date of the Meeting, ending by close of the Annual General Meeting to be held in 2022. The Supervisory Board will consist of three members (provided that the shareholder approve agenda items 4 and 5) with a preferred overlap of at least one year between election of a new member of the Supervisory Board to guarantee good succession of supervisory board members. In accordance with clause 24.7 of the Company's Articles of Association, the Supervisory Board appoints a Chairman and will re-appoint Mr. Tee as Chairman. The proposed annual remuneration for Mr. Tee in his capacity of Chairman of the Supervisory Board is EUR 15,000.



Vic Tee



## 4. Re-appointment of Mr. Vic Tee as member of the Supervisory Board for a 1-year period

- According to best practice provision 2.2.2 of the Dutch Corporate Governance Code, the maximum term for a member of the Supervisory Board is twelve years. After approval of the proposed re-appointment, Mr. Tee's total term of appointment since the start in 2009 will exceed this maximum. The Company will therefore not comply with this best practice provision. The Supervisory Board has nevertheless decided to propose to re-appoint Mr. Tee for a final 1-year term due to unexpected delays for the availability of the planned new member caused by the COVID-19 pandemic. The Supervisory Board intends to safeguard for the Company the specific and extensive knowledge of the semiconductor industry in the Supervisory Board and to enable a preferred overlap of one year to complete the necessary handover requirements between Mr. Tee and Mr. van der Linden (agenda item 5).

### ● Voting result

## 5. Appointment of Mr. Ruud van der Linden as member of the Supervisory Board for a 4-year period

- In accordance with clauses 19 and 24 of the Company's Articles of Association, the Supervisory Board nominates Mr. Ruud van der Linden for appointment as member of the Supervisory Board of the Company. The proposed annual remuneration for Mr. Ruud van der Linden in his capacity of Supervisory Board member is EUR 12,000.
- It is proposed that the Meeting appoints Mr. van der Linden as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a period of four years, ending by the close of the Annual General Meeting to be held in 2025.
- Mr. van der Linden is born in 1954 and holds the Dutch nationality. Mr. van der Linden does not hold any shares or options in RoodMicrotec N.V.
  - Mr. van der Linden holds a Master degree in Physics, Mathematics and Educational Technology from the University of Twente.
  - In a career spanning more than 35 years in the Electronics and Semiconductor industries he has held senior management positions at Philips, NXP, Hitachi, Freecom, Redmere and is currently a Venture Partner at Capital-E and CEO of Silicon Line GmbH.
  - He has significant global experience from serving in Europe, the USA and Asia.
  - As an experienced board member he is well connected with a broad personal network in the industries the Company serves.



Ruud van der Linden

### ● Voting result

## 6.a Designation of the Board of Management as the body authorized to issue shares and to grant rights to acquire shares

- 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 10, 2022), 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.

### • Voting result

## 6.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

- 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 10, 2022), 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.

- Voting result

## 8. Other items and any other business

**Thank you for  
your  
participation  
and your  
support!**

**Stay healthy!**



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