

Welcome to the Annual General Meeting of Shareholders

By webcast
23rd July 2020



Participants



Victor George Tee
Supervisory Board -
Chairman



Marc Verstraeten
Supervisory Board



Martin Sallenhag
CEO



Arvid Ladega
CFO




Agenda

- Opening and announcements
- Financial statements and annual report for the 2019 financial year
- Discharge of the Board of Management and Supervisory Board
- Reappointment of Martin Sallenhag
- Approval of the remuneration policy
- Authorization of the Board of Management to instruct the company to purchase shares in its own capital
- Authorization for share issue
- Other items and any other business
- Closing

1. Opening and announcements

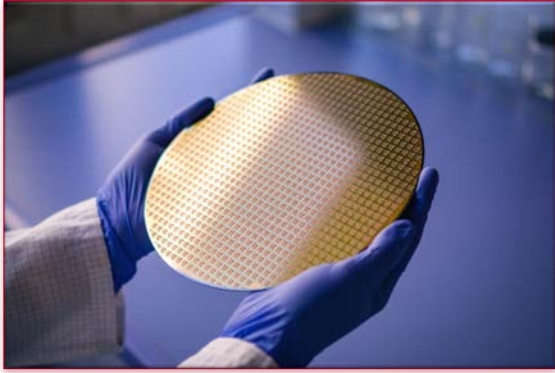


 Vic Tee – Chairman

2.a Report of the Board of Management on the Company's activities during the 2019 financial year



- Corporate & Operational Update
- Financials & Outlook, including COVID-19 impact
- Market Development, Trends & Strategy
- Risk Policy and Corporate Governance Policy

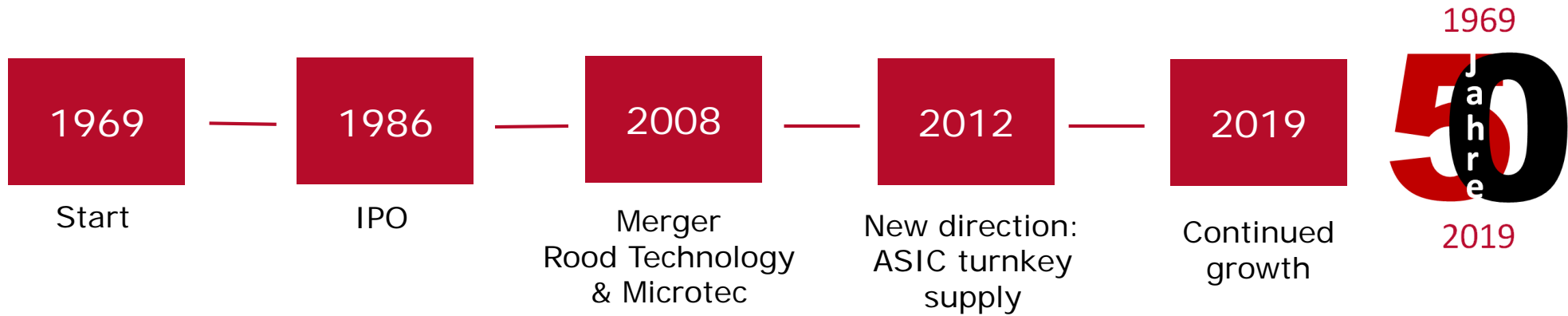


Corporate & Operational Update

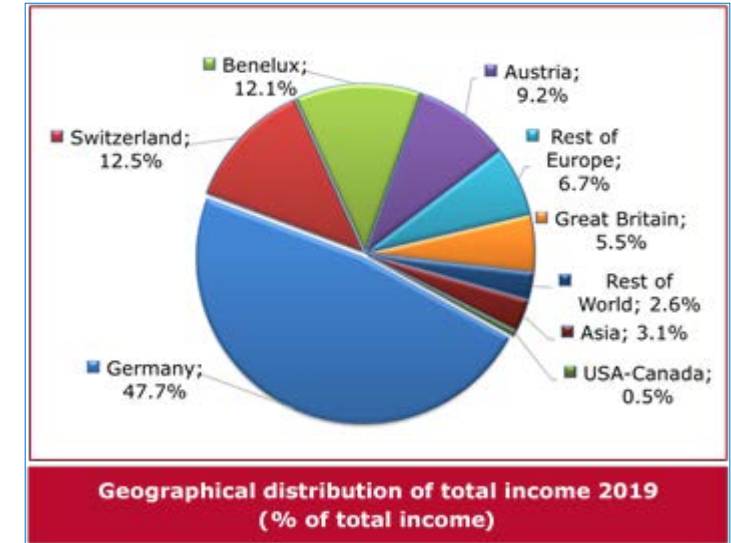
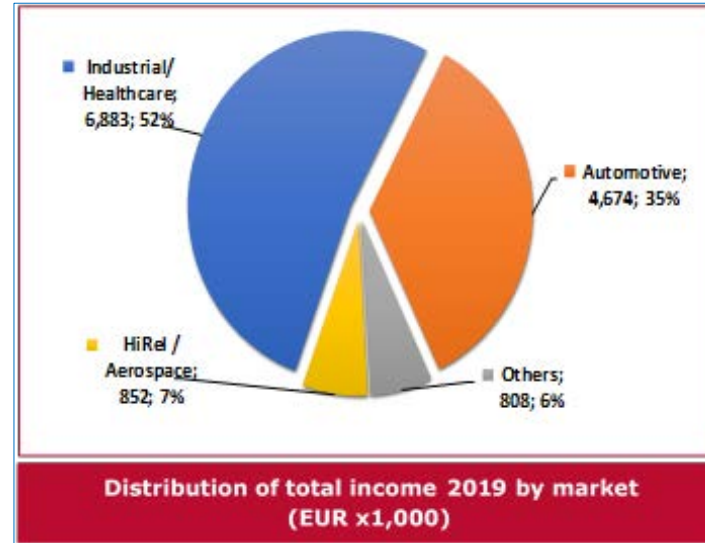
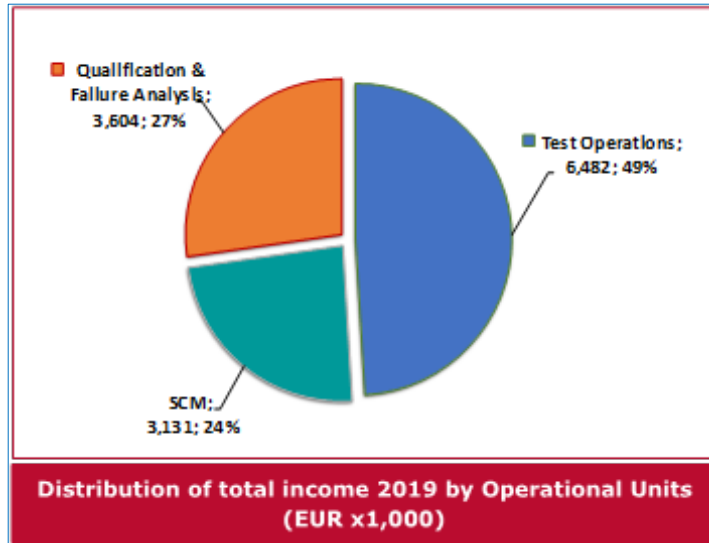
The Leading Independent Company for Semiconductor Component Supply & Quality Services



Timeline



2019 Revenue: 13.217 million €



Important markets for a European company



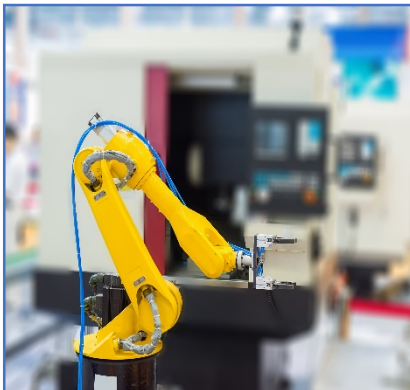
Automotive

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



Healthcare

- 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)

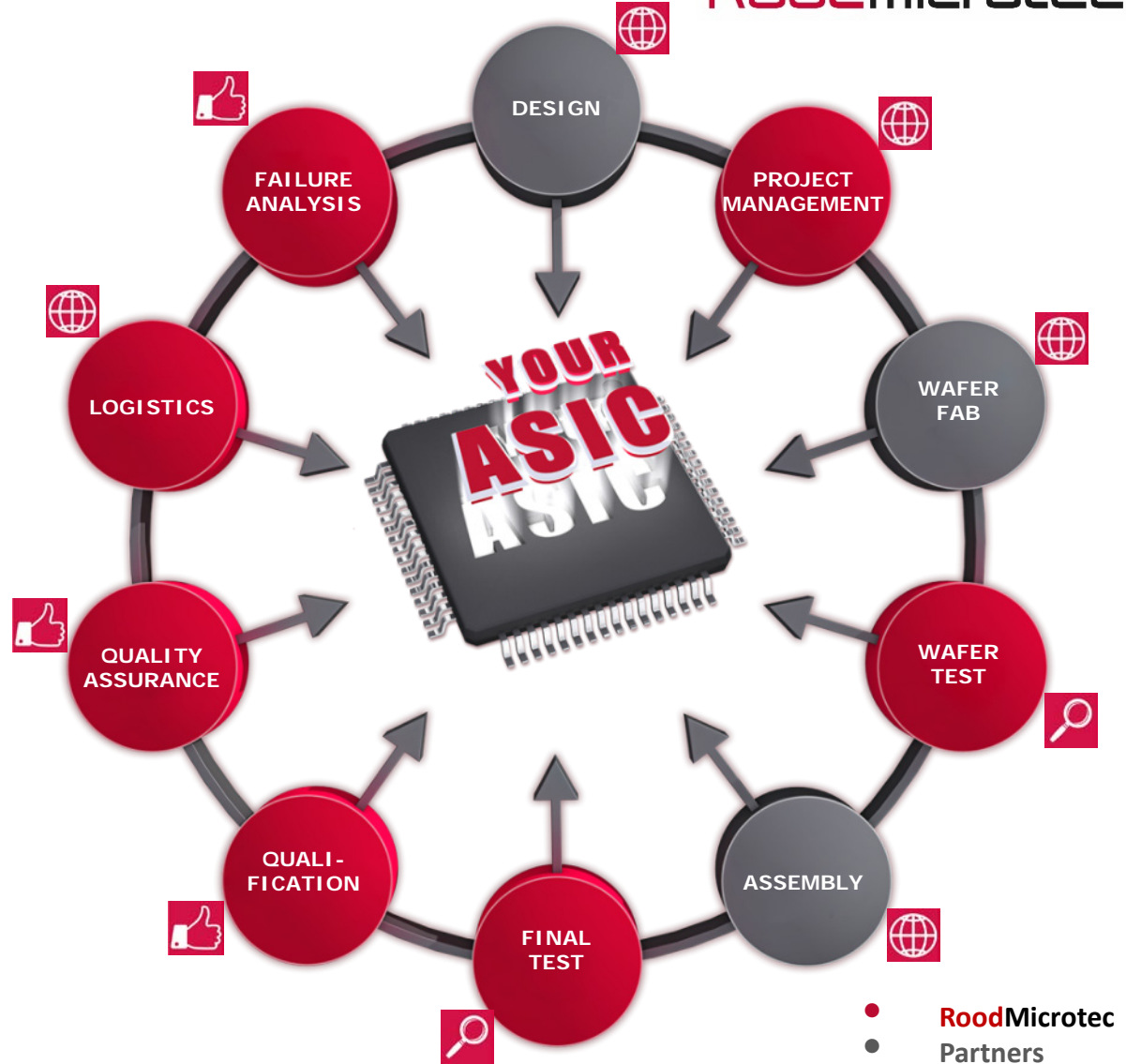


HiRel/Aerospace

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

Global supplier to the electronics industry

- ASIC Turnkey Production Solutions
- Recognized expert in development of Test Solutions
- Fully equipped Test Operation running 24/7
- Extensive Qualification & Reliability Expertise with in-house equipment
- Outstanding know-how in Failure Analysis acquired from decades of chip and board level work

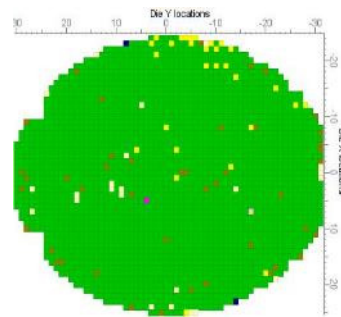




Test Operations

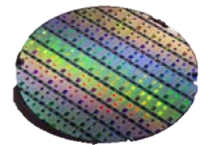
Engineering

- Development of test software and hardware for Automatic Test Equipment (ATE)
- Correlation & Characterization
- Test program conversion
- Test data evaluation, modification and optimization of test solutions
- Development of electrical test for qualification and failure analysis

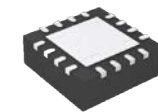


Production

- Wafer testing up to 12 inch at -40°C up to 150°C
- Final test of components in all industry standard package outlines, at full temperature range
- Scanning, straightening and tape & reel
- Optoelectronic testing
- Device programming



Wafer



Packaged Device



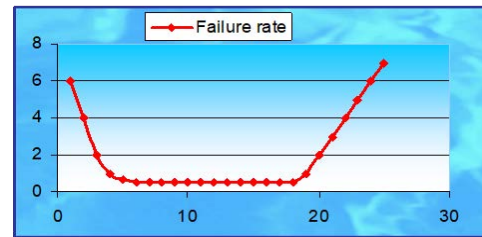
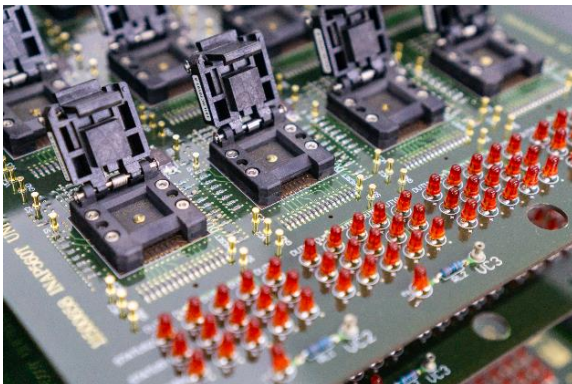
Assembled Board



Qualification & Failure Analysis

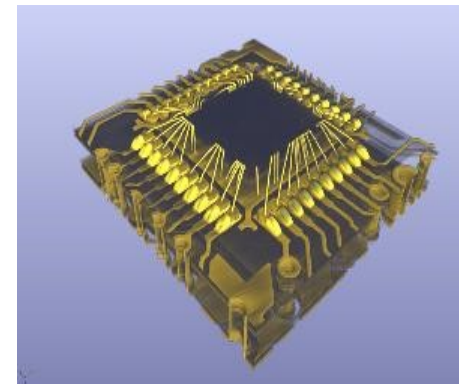
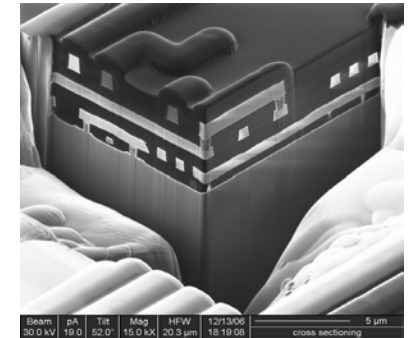
Qualification

- Stress tests of components and assembled boards according international standards
 - Operating Life Test
 - Climatic Stress Testing
 - Mechanical Stress Testing
 - ESD Testing
- Additionally Robustness Validation & Mission Profile Verification
- Real-Time Monitoring Burn-In



Failure Analysis

- Destructive / non destructive analysis
- Materials analysis
- First silicon debug and chip repair
- Customer return analysis
- Yield improvement
- Identity check
- Audits and expert assessment

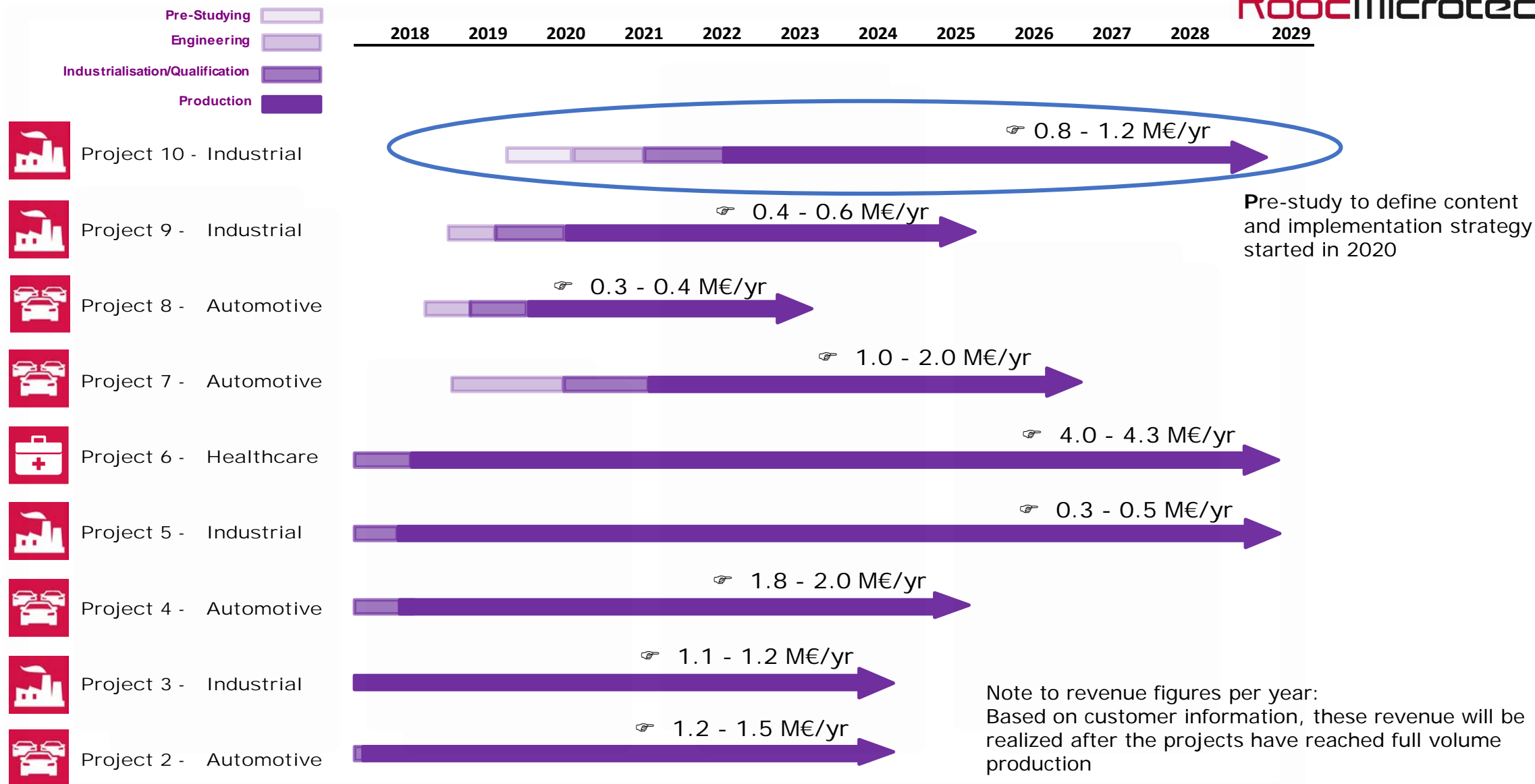




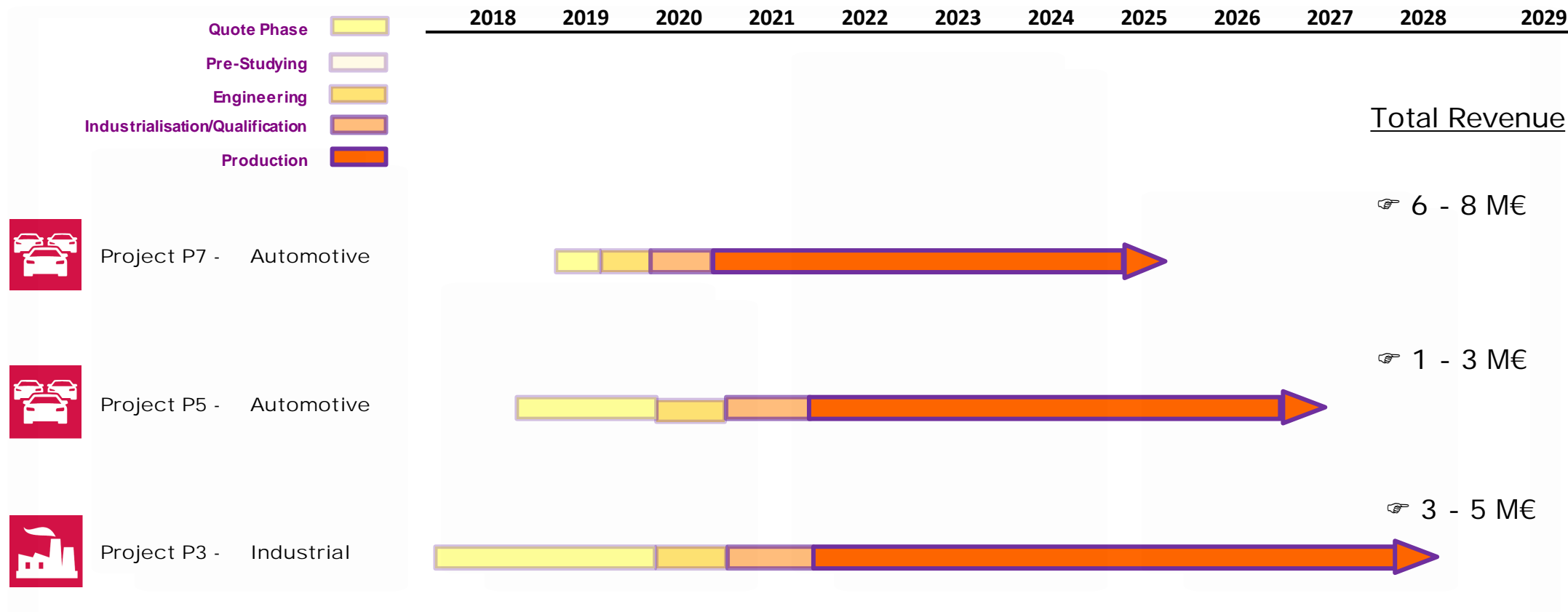
Supply Chain Management



SCM – Running projects



SCM – Projects under negotiation



Note to "Total Revenue":
The named revenue is based on our customers' estimation and valid for the total life time of the project

2019 Highlights – Commercial / operational

🏠 SCM projects

Three out of four SCM projects under negotiation have been booked and are in the engineering phase. Production will be starting in 2020 and 2021.

🏠 Supply chain partnership

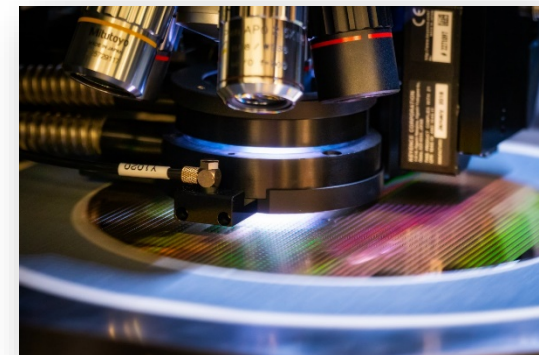
RoodMicrotec and CoreHW established long-term supply chain partnership.

🏠 Expanding SCM services into ASSP market

RoodMicrotec, Fraunhofer Institut für Integrierte Schaltungen IIS and EBV Elektronik GmbH, announced a cooperation in production and marketing of Fraunhofer ready to use chip IP.

🏠 Main invests

- 🏠 An automatic optical inspection (AOI) system
- 🏠 A PXI test system from National Instruments
- 🏠 The FLEX test system has been upgraded
- 🏠 A brand-new long-term storage cabinet



2019 Highlights – Commercial / operational

Publicly funded project

RoodMicrotec participated in four publicly funded projects inclusive the new project APPLAUSE, as leader of one work package and as national coordinator in Germany.

Strengthening sales

RoodMicrotec signed a contractual agreement with KERR s.r.l., who will be using their presence, knowledge and network in Italy to promote our services to the Italian market.

Intensifying Obsolete Management Support

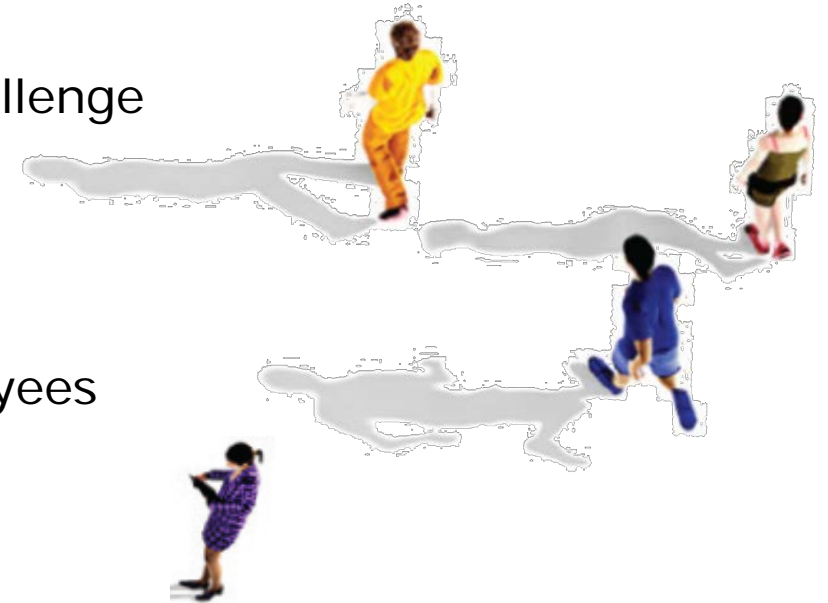
RoodMicrotec and Totech Europe B.V. signed a cooperation agreement bundling the core competences of both companies offering long-term storage and related quality testing services of semiconductor components to the market.

Corporate seat moved

Office and legal seat of RoodMicrotec N.V. was moved from Zwolle to Deventer.

Human Resources – The core value of the company

- Average number of full-time employees in 2019 was 96
- Unemployment rate of 3% in Southern Germany is a challenge
- Internal apprenticeship of young people in 3 professions
- Further invest in external training to motivate our employees
- Distribute this newly acquired knowledge internally
- 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

- Forward-looking quality planning
- Implementation in all relevant business, services and processes
- Continuous improvement in all procedures and processes
- High level of dedication and commitment from all employees

RoodMicrotec – accredited

• DIN ISO / IEC 17025

General requirements for the competence of testing and calibration laboratories



The test laboratories are accredited according to DIN EN ISO/IEC 17025:2005 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.

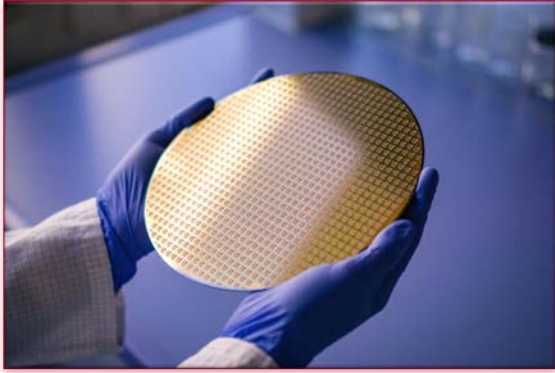
RoodMicrotec – certified

• DIN EN ISO 9001:2015

• VDA6.2, June 2017

Quality management system and automotive requirements aligned to IATF 16949





Financials & Outlook, including COVID-19 impact

Consolidated Statement of Profit or Loss



(x EUR 1,000)	2019	2018 Restated *
Net sales	12,828	12,840
Other income	389	585
Total income	13,217	13,425
Raw materials and consumables	-2,969	-2,545
Personnel expenses	-6,819	-6,555
Other expenses, other than depreciation and amortization	-1,890	-2,942
EBITDA	1,539	1,383
Depreciation and amortization	- 1,416	- 1,018
Result from operating activities (EBIT)	123	365
Financial expenses	-210	-241
Profit (loss) before taxes	-87	124
Taxes	14	1
Net profit (loss)	-73	125

* 2018 restated, correction of errors:
 - presentation government grants
 - presentation Profit & Loss

Change accounting policy:
 - IFRS 16 'Leases'

Consolidated Statement of Profit or Loss



One-off items (gains/losses)

Reported net loss of € -73k includes one-off gain of € 299k related to release accrual for legal case / vat tax assessment.

One-off accrual in 2018 for same amounted € 330k.

Operating expenses

(x EUR 1,000)	2019	2018	% Change	Excl. one offs* & IFRS 16	2019	2018	% Change
Raw materials and consumables	2.969	2.545	16,7%			2.969	2.545
Personnel expenses	6.819	6.555	4,0%		6.819	6.555	4,0%
Other operating expenses	1.890	2.942	-35,8%		2.481	2.612	-5,0%
Total operating expenses	11.678	12.042	-3,0%		12.269	11.712	4,8%

IFRS 16 'Leases' positive effect other operating expenses of € 292k

*Accrual 2018 of € 330k
Release 2019 of € 299k

} Legal case / vat tax assessment

Listed company – costs in 2019



(X EUR 1,000)

• Listing fees & sponsored research	110
• Annual audit – incremental costs	140
• Corporate advise	45
• Internal cost	155
Total annual listing cost	450

The costs for being a listed company are increasing every year!

Statement of Financial Position (Assets)



(x EUR 1,000)	31-12-2019	31-12-2018
Assets		
Property, plant and equipment	6,130	5,303
Right-of-use assets	956	-
Intangible assets	2,318	2,379
Deferred tax balances	1,594	1,420
Financial assets	-	81
Non-current assets	10,998	9,183
Inventories	464	593
Trade and other receivables	1,830	2,092
Cash and cash equivalents	1,002	1,738
Current assets	3,296	4,423
Total assets	14,294	13,606

Statement of Financial Position (equity & liabilities)



(x EUR 1,000)	31-12-2019	31-12-2018
Equity and liabilities		
Issued share capital	8,239	8,006
Share premium	20,709	20,497
Revaluation reserve	1,789	1,943
Retained earnings	-29,286	-27,731
Equity, attributable to equity holders of the parent	1,451	2,715
Non-controlling interests	2,494	2,494
Total equity	3,945	5,209
Loans and borrowings	-	2,426
Lease liabilities	672	-
Defined benefit obligation	5,020	3,374
Provisions	105	107
Non-current liabilities	5,797	5,907
Loans and borrowings	2,474	227
Lease liabilities	287	-
Trade and other payables	1,791	2,205
Current tax liabilities	-	58
Current liabilities	4,552	2,490
Total equity and liabilities	14,294	13,606

Consolidated Statement of Comprehensive Income



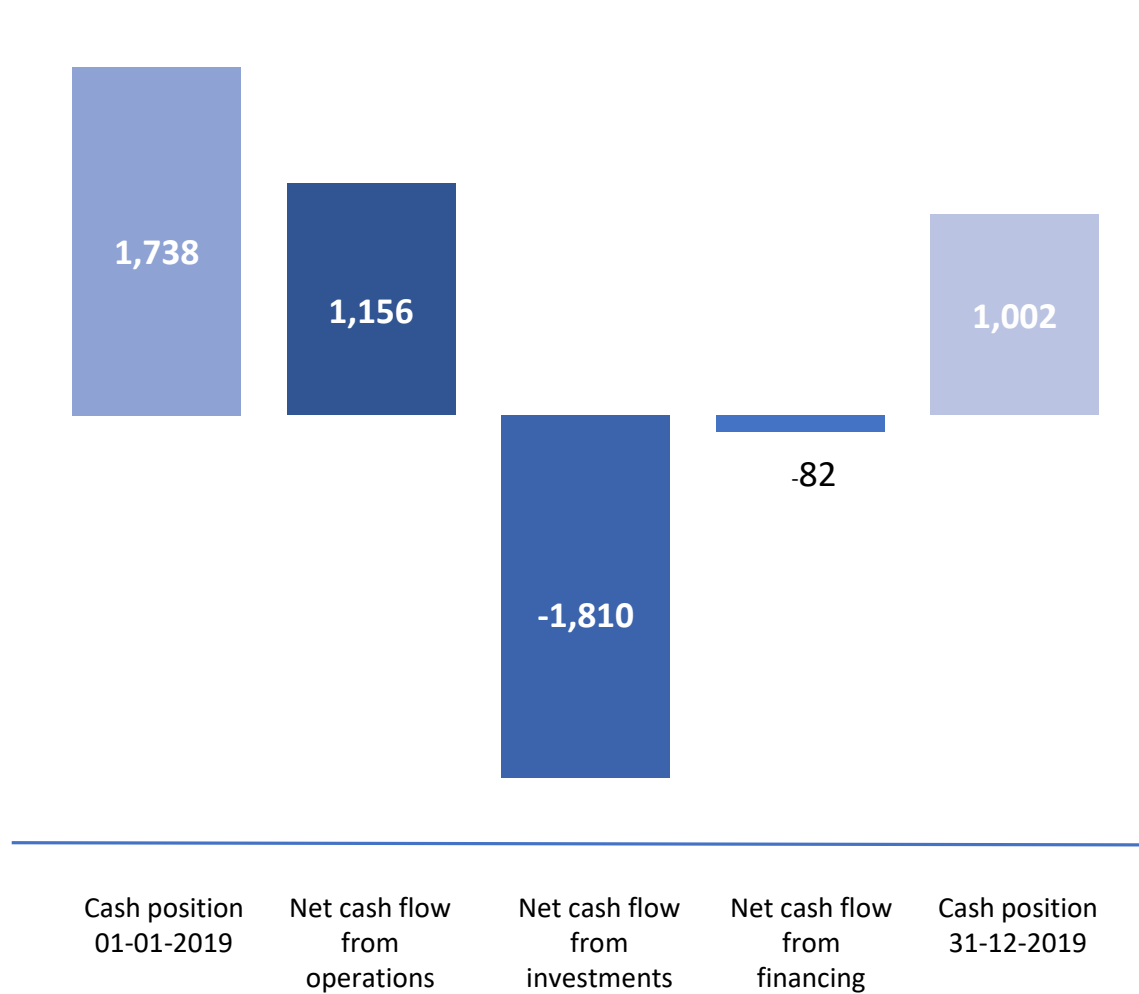
(x EUR 1,000)	2019	2018
Net profit (loss)	-73	125
Items that will not be reclassified to profit or loss		
Remeasurement of defined benefit obligations	-583	-117
Remeasurement of plan assets *	-1,210	-938
Tax implication	160	103
Total other comprehensive income	-1,633	-952
Total comprehensive income	-1,706	-827

* Plentum fund bankrupt
Plan assets written down to nil
Nominal value EUR 2,5 million

Total comprehensive income attributable to:

Equity holders of the parent	-1,706	-827
Non-controlling interests	-	-
Total comprehensive income	-1,706	-827

Consolidated Cash Flow Statement

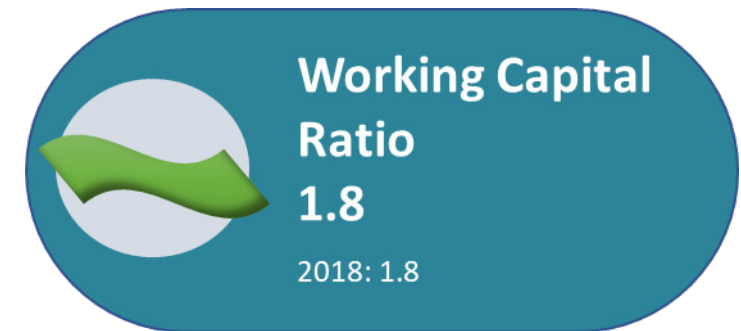
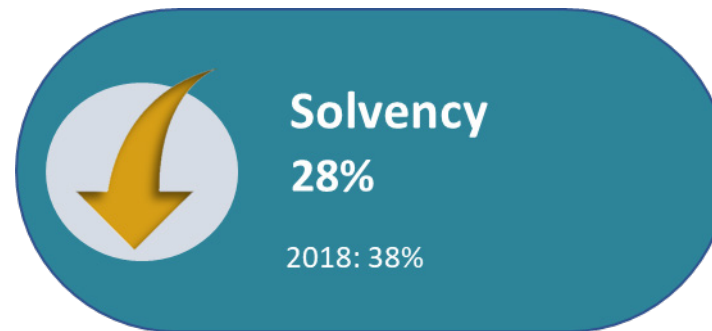


Operations
€ 1.156 k
(2018: € 563 k)

Investments
€ -1.810 k
(2018: € -250 k)

Financing
€ -82 k
(2018: € 808 k)

2019 Highlights



Events after balance sheet date

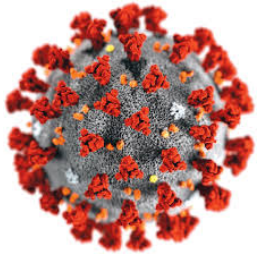
Maturity date secured bond loan

On 6th May 2020 a virtual extraordinary bondholders meeting took place with the proposal to extend the bond term with one year. The proposal was accepted and the maturity date of the secured bond is now 30th June 2021. The other conditions have remained the same.

COVID-19

The COVID-19 (coronavirus) outbreak has developed rapidly since the beginning of 2020, with a significant number of infections and casualties as well as substantially impacts on economic activities. A number of measures to monitor and prevent the effects of COVID-19, such as safety and health measures for our employees and securing the supply of materials that are essential to the Group's production process.

At this stage, the impact on the Group's business and results is visible. Management will continue to follow the various national institutes' policies and advice and in parallel will do its utmost to continue the Group's operations in the best and safest way possible without jeopardizing the health of the employees.



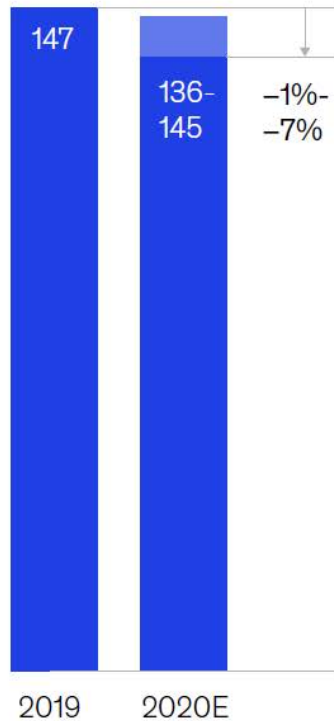
COVID-19 Global Outbreak - Market Outlook



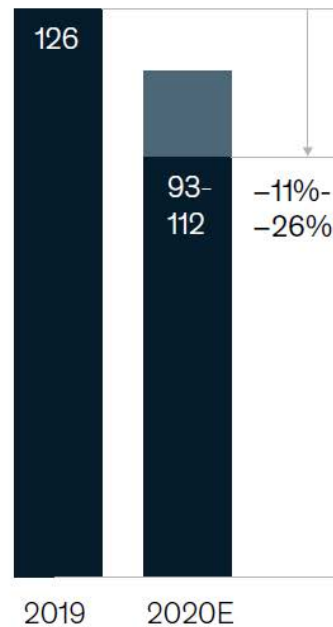
Estimated change in semiconductor sales demand, by application type,¹ \$ billion

- Significant demand decline
- Moderate demand decline
- Demand increase

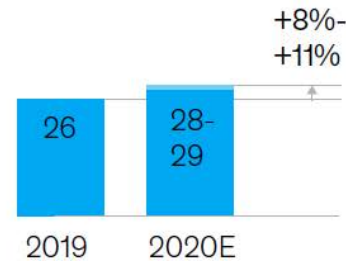
PC or server



Wireless communication



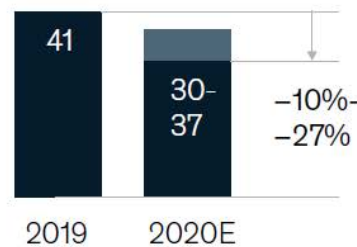
Wired communication



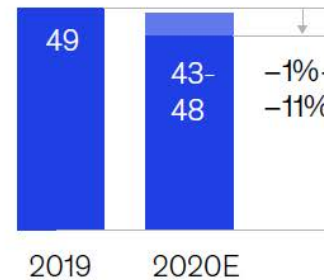
Consumer electronics



Automotive



Industrial



Overall semiconductor market expected to decline by 5 to 15 percent in 2020

¹ Products include memory, micro components, logic, analog, discrete, optoelectronic, and sensors/actuators. The estimates for 2020 were calculated using a 2019 baseline and percentages have been rounded.

Source: IHS; McKinsey analysis, April 2020

Result 1st half year of 2020

- The net result was EUR -0.7 million in the first half of 2020 (HY1 2019: EUR 5,000).
- Solvency ratio decreased to 24% (HY1 2019: 39%).
- The cash situation in the company is stable even with the reduced total income.
- Cash flow from operating activities was EUR 0.8 million (HY1 2019: EUR 0.2 million)
- Net working capital reduced to EUR 0.6 million (HY1 2019: EUR 1.5 million)

(x EUR 1,000)	Unaudited HY1 2020	Unaudited HY1 2019
Total income	5,361	6,393
EBITDA	150	807
<i>EBITDA in % of net sales</i>	<i>3%</i>	<i>13%</i>
EBIT	-623	108
<i>EBIT in % of net sales</i>	<i>-12%</i>	<i>2%</i>
Net result	-742	5
<i>Net result in % of net sales</i>	<i>-14%</i>	<i>0%</i>

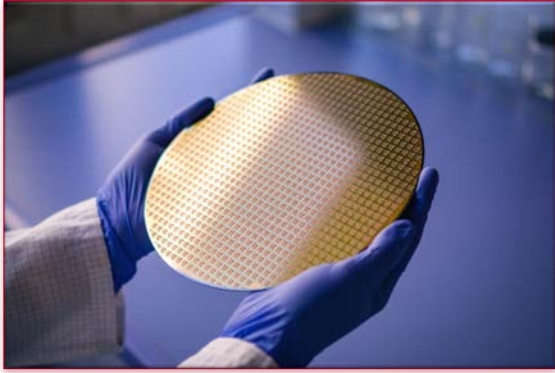
- You will find the complete unaudited interim report on our corporate website:
www.roodmicrotec.com/en/investor-relations-en/financial-publications

Outlook



At this stage, it is not possible to reliably forecast either the duration of the COVID-19 disruption or its impact on the Group's business and financial results for 2020 and 2021. RoodMicrotec accordingly withdraws all its earlier guidance for 2020 and 2021 and will provide further updates as and when appropriate.

The spread of the COVID-19 virus together with the refinancing or extension of the maturity of the secured bond loan, which is due and payable on 30th June 2021 have been identified as events that indicate the existence of a material uncertainty that may cause substantial doubt about the company's ability to continue as a going concern. Please refer to the paragraph 'Going concern basis of accounting' in the notes on page 55 to the consolidated financial statements.



Market Development, Trends & Strategy

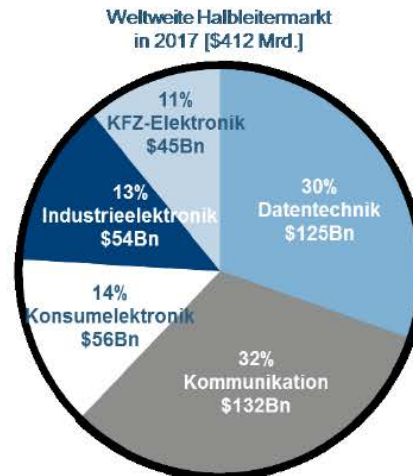
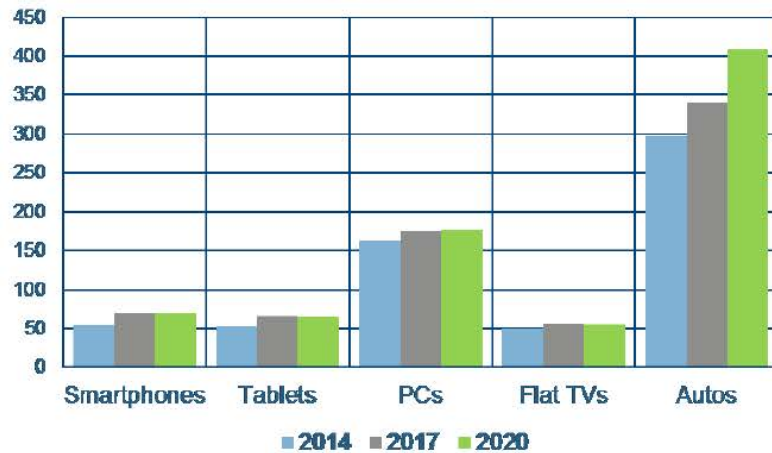
Focus on the fastest growing sectors

Zunehmende Bedeutung der Automotive- und Industrie-Segmente im Halbleitermarkt erwartet



Microelectronic market according ZVEI trend analysis till 2024 (published June 2020)

Semiconductor content in \$



Worldwide Revenue in bn US-\$:

2014	336
2019	412
2024	532

Average annual growth worldwide:

2014 – 2019	4.2%
2019 – 2024	5.2%

- Automotive und Industrie werden vermutlich mehr wachsen als Gesamt-Halbleitermarkt
- Halbleiter-Anteil in Smartphones, Tablets, PC and TV wird in den kommenden Jahren stagnieren
- **Anteil Automotive-Halbleiter** wird durch folgende 3 Megatrends konstant zunehmen: Premium-Infotainment & Konnektivität, Autonomes Fahren, Elektrifizierung
- **Trends im Industrie-Segment und IoT** benötigen höheren Halbleiter-Anteil. Einige Schlüsselapplikationen: Künstliche Intelligenz, Cybersecurity, Smart Cities, Connected Industry, Connected Buildings, Edge Computing, ...)

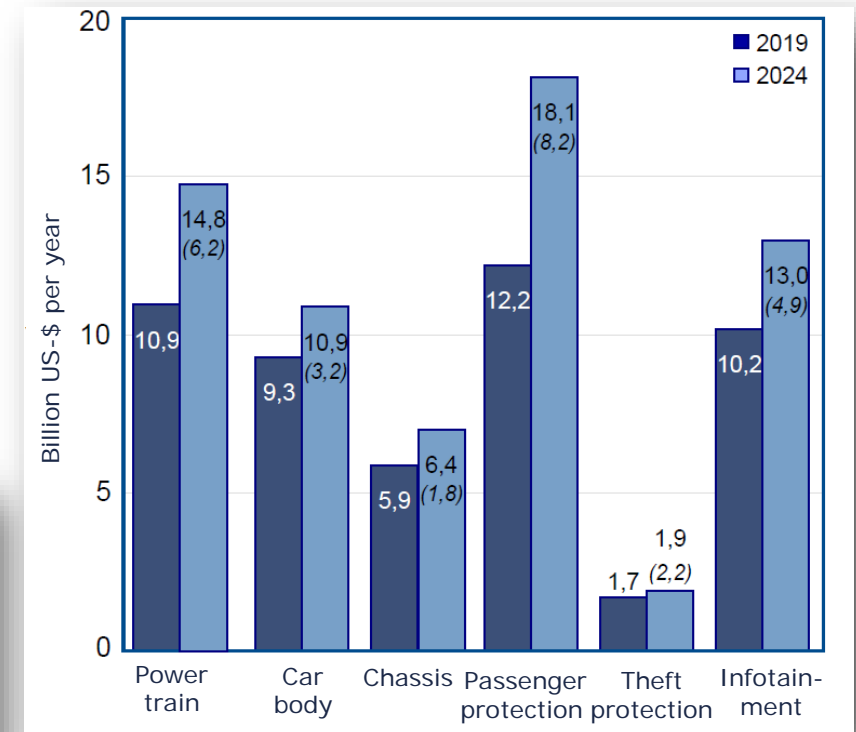
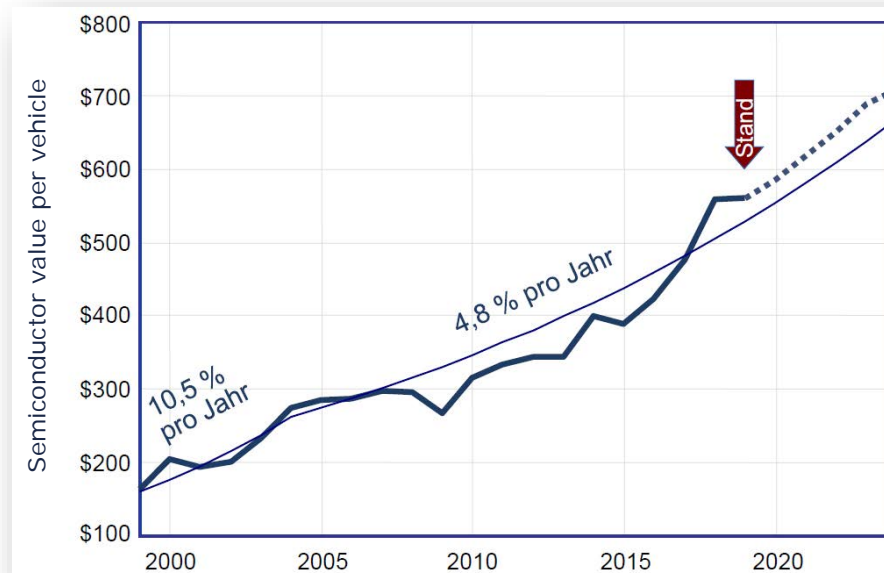
Market Outlook – Automotive electronics

- No real growth in number of vehicles in the next years
- Increasing demand of electronic devices within the vehicles
 - Electric vehicles
 - Autonomous driving
 - Safety
 - Vehicle-to-Vehicle (V2V) and Vehicle-to-Infrastructure (V2I) communication
 - In-car functions

Success Story Automotive-Semiconductors:

The value of micro-electronics per vehicle as a global average grows from 164 US-\$ a year 1999 over 560 US-\$ in 2019 to 710 US-\$ by 2024.

At present there is no end to the trend at present in sight (driver assistance systems, etc. → see above)

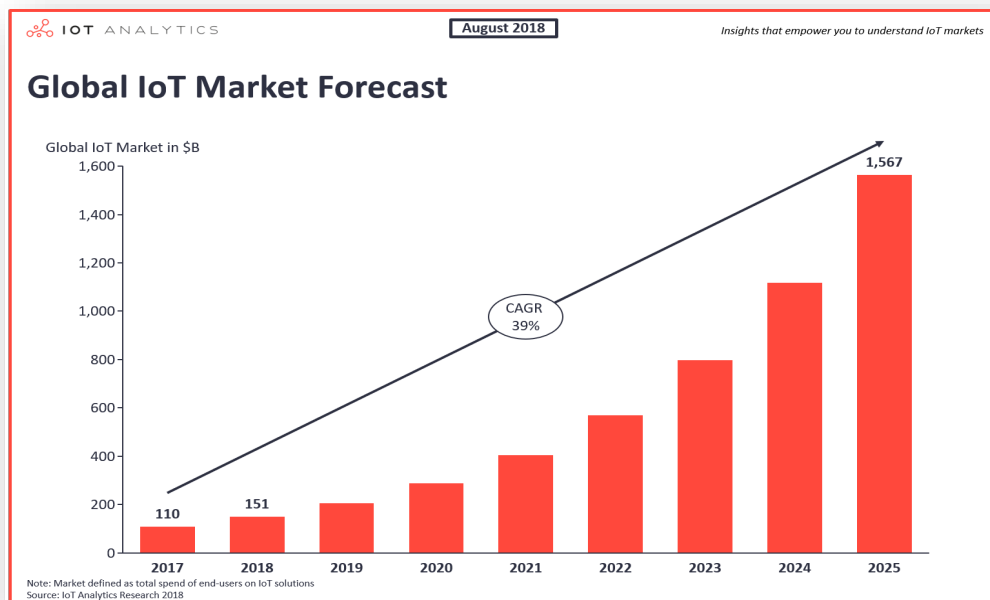


Worldwide demand on Automotive semiconductors in US-\$ per year according ZVEI microelectronic trend analysis till 2024 (published June 2020)


2019	50.2	
2024	65.1	Growth: 5.3% per year

Market Outlook – Industrial

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



ParsiFAI 4.0 research project
Intelligent Foils for Industry 4.0

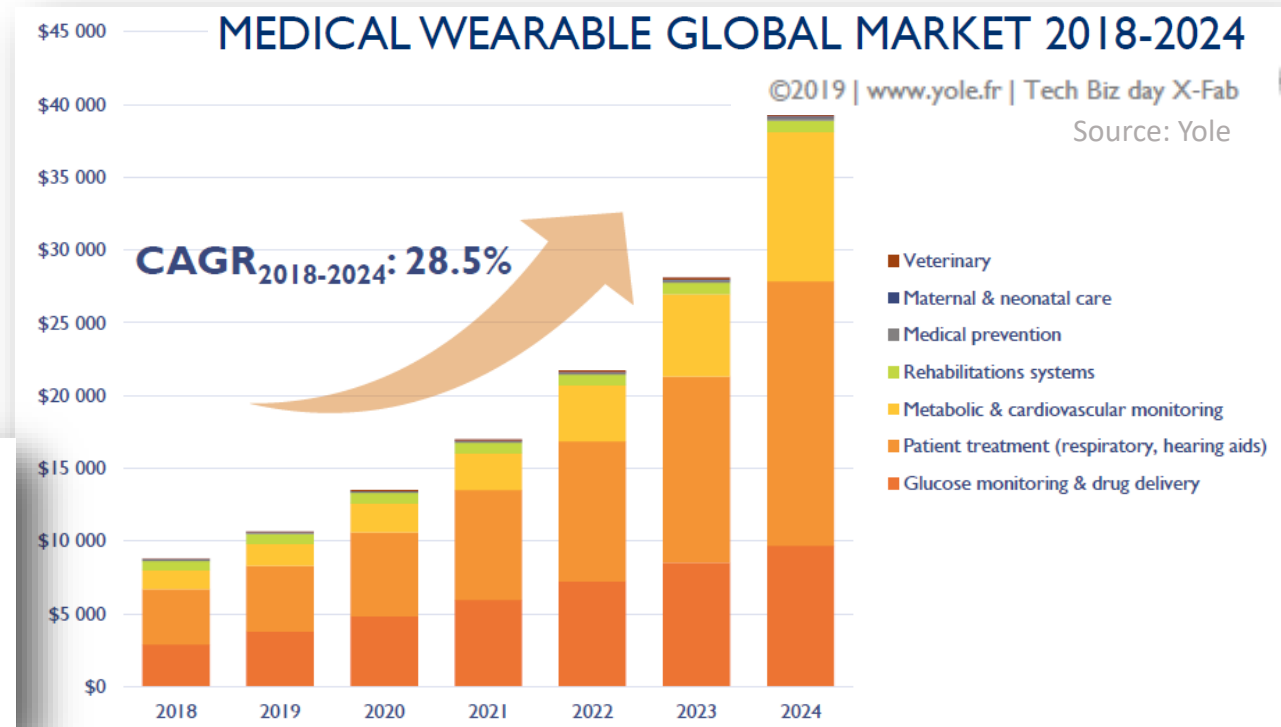


Source:
<https://www.festo.com/group/en/cms/12002.htm>

Microelectronic sensor systems in thin foils offer a new approach when it comes to networking intelligent production plants for Industry 4.0. Local monitoring and controls in a production environment are made possible by so-called smart sensor system labels.

Market Outlook – Healthcare

- Growing demand for medical technology
- Significant growth of electronic devices within specific application areas
 - Diagnostics, body diagnostics
 - Hearing aids
 - In-body applications, implantable pacemakers
 - Safety
 - Point-of-Care



Strategy - Megatrends in the electronic industry

Digitalization in several fields

>>> Mobility, Connectivity, Energy

● Sub trends:

- e-Mobility: automated / autonomous driving (ADAS)
- Energy: power generation, energy saving
- Medical: e-medical, fitness tracker
- Connectivity: Industry 4.0
- Sensor technologies: Radar, LIDAR, Camera

Strategy - for RoodMicrotec

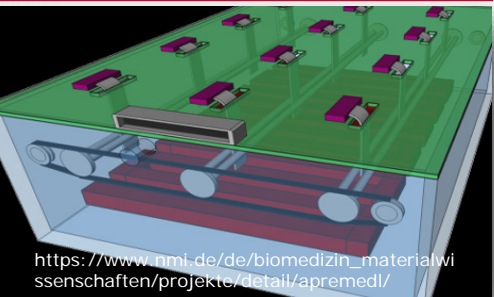
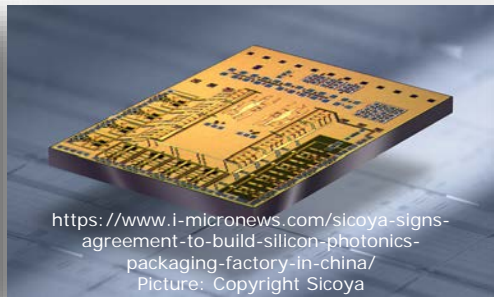


Opportunities in the area of applications which need

- Local supplier in Europe to improve time-to-market
- IP protection
- ASICs (project management and logistics through SCM offering)
- Test (flexibility and fast turn-around times)
- Qualification (robustness validation, functional safety, new materials)
- Analysis (technology & FA due to new technology, materials, interconnection)

Technology roadmap

High Frequency (HF)	Opto-electronics & Photonics	High Power Components	Flexfoil
<ul style="list-style-type: none"> <input type="checkbox"/> HF ASICs <input type="checkbox"/> <u>Markets:</u> <ul style="list-style-type: none"> • Automotive • Industrial <input type="checkbox"/> <u>Roadmap:</u> <ul style="list-style-type: none"> • Frequency <p>Yesterday : 24 GHz Today : 60/77 GHz Future : 125 GHz</p> <p><u>(int./nat.) R&D projects:</u></p> <ul style="list-style-type: none"> <input type="checkbox"/> EuroPAT-MASIP 	<ul style="list-style-type: none"> <input type="checkbox"/> Photonics ASICs <input type="checkbox"/> <u>Markets:</u> <ul style="list-style-type: none"> • Datacom • Industrial <input type="checkbox"/> <u>Roadmap:</u> <ul style="list-style-type: none"> • Data transfer <p>Yesterday : Electrical Today : Optical low speed Future : Optical high speed</p> <p><u>(int./nat.) R&D projects:</u></p> <ul style="list-style-type: none"> <input type="checkbox"/> APPLAUSE 	<ul style="list-style-type: none"> <input type="checkbox"/> IGBT <input type="checkbox"/> <u>Markets:</u> <ul style="list-style-type: none"> • Automotive • Industrial <input type="checkbox"/> <u>Roadmap:</u> <ul style="list-style-type: none"> • Current/Voltage <p>Yesterday : 5 A / 60 V Today : 100 A / 2.0 kV Future : 1.4 kA / 3.0 kV</p> <p><u>(int./nat.) R&D projects:</u></p> <ul style="list-style-type: none"> <input type="checkbox"/> GaNScan 	<ul style="list-style-type: none"> <input type="checkbox"/> Active Flexfoil <input type="checkbox"/> <u>Markets:</u> <ul style="list-style-type: none"> • Medical <input type="checkbox"/> <u>Roadmap:</u> <ul style="list-style-type: none"> • Reliability test <p>Yesterday : standard conditions Today : body conditions Future : body + vibration conditions</p> <p><u>(int./nat.) R&D projects:</u></p> <ul style="list-style-type: none"> <input type="checkbox"/> APreMedi

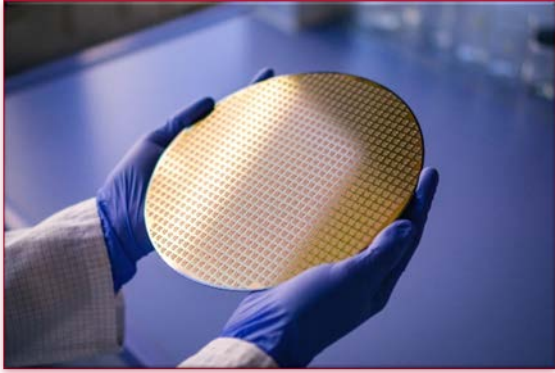


Focus on new technologies



Market / Application	High Frequency (HF)	Opto-electronics & Photonics	High Power Components	Flexfoil
Automotive	RADAR	LiDAR	EV / HEV	
Industrial	RADAR	Sensor	Engines, wind energy	Industry 4.0
Medical		Eye diagnostic		In-body applications
Datacom		Optical fiber		

Lab on Chip
Virus-, bacteria-detection



Risk and 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
 - Corporate Governance
 - Policy for Bilateral Contacts with Shareholders
 - Code of Conduct
 - Regulations for the Supervisory Board
 - Remuneration Policy – new!
 - Whistle Blower Policy

2.b Report of the Supervisory Board -1

Composition of the Supervisory Board

At the AGM held on 23 May 2019, Mr. Herman Bartelink as well as Mr. Jeroen Tuik stepped down, Mr. Marc Verstraeten was appointed for a four-year (first) term, and Mr. Vic Tee, Chairman, was re-appointed for another two-year (final) term.

High priority before the 31 December 2019 balance sheet date

During the second half of 2019, very high priority was given by Supervisory Board to the process of engaging a new independent auditor, following the decision by Baker Tilly Berk N.V. to stop auditing Dutch public interest entities. This process did require extensive effort and was successfully closed on 26 November 2019 by the EGM appointing KPMG Accountants N.V. as succeeding independent auditors, although very late in the course of the financial year 2019.

2.b Report of the Supervisory Board -2

High priority after the 31 December 2019 balance sheet

The Supervisory Board has been heavily involved by supervising the determination and audit process of the financial statements 2019, including the events after the balance sheet date. This included, amongst others, the following topics: goodwill impairment test, going concern evaluation, secured bond loan maturity date, COVID-19 impact, and first-year's audit KPMG Accountants N.V. Since the COVID-19 outbreak in March 2020, the Supervisory Board holds weekly update conference calls with the Board of Management concentrating on COVID-19 impact analyses on revenue, business development, operations, personnel health, financial outcome, and especially on the Company's liquidity and funding. The Supervisory Board has initiated the process for extension of the secured bond loan term with one additional year till 30 June 2021, approved by the Extraordinary Meeting of Bondholders on 6 May 2020.

Supervisory Board proposals to AGM to be held on 23 July 2020

The Supervisory Board proposes to (i) adopt the financial statements for the financial year 2019, (ii) discharge Board of Management from liability for its conduct of business in 2019, (iii) discharge Supervisory Board from liability for its supervision of the management in 2019, and (iv) charge the net loss for the financial year 2019 to the retained earnings reserve within equity.



Audit annual report 2019 RoodMicrotec N.V.

Presentation for the Annual General Meeting

23 July 2020

Our activities and reports

UNQUALIFIED



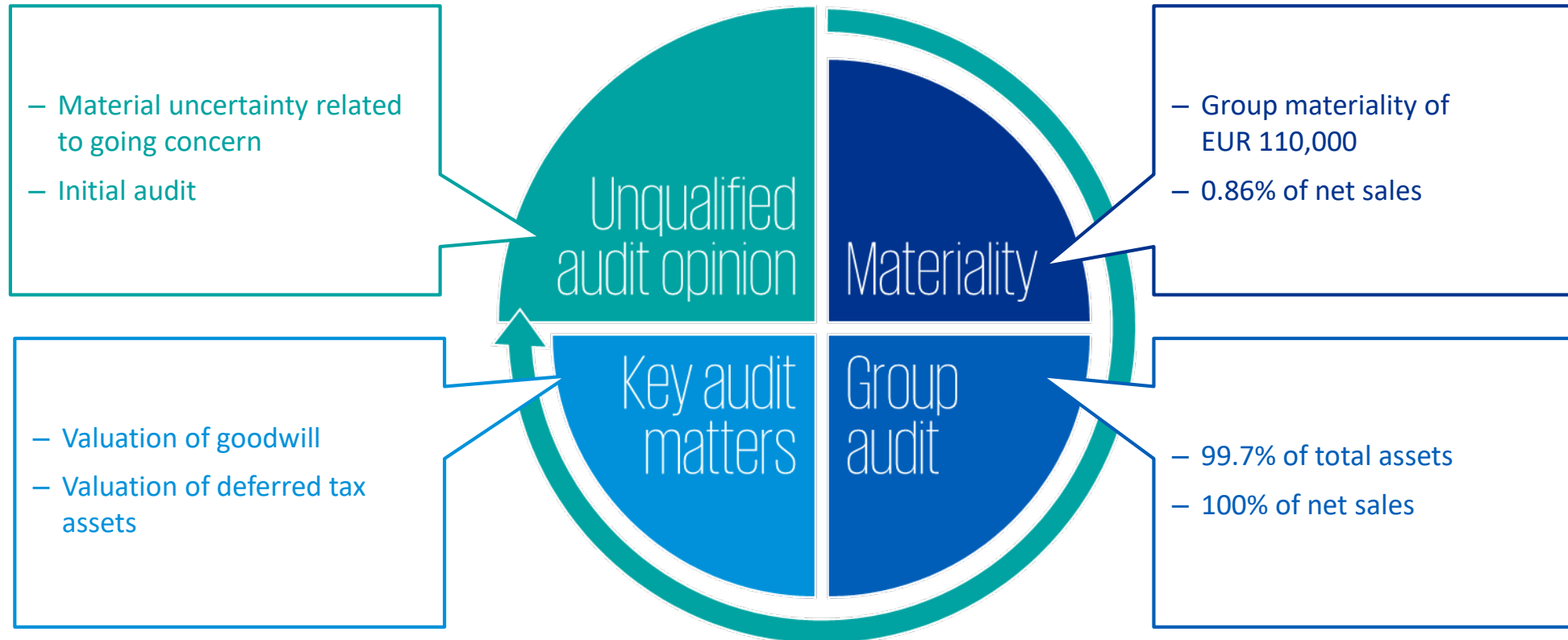
Annual report

- Audit financial statements
- Report of the Board of Management and other information, including corporate governance code
- Remuneration report (new in 2019)

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





Subsequent events

COVID-19

Subsequent events

- The financial statements are adjusted to reflect events that occur after the reporting date, but before the financial statements are authorized for issue, if they provide evidence of conditions that existed at the 31 December 2019 (adjusting events)
- The financial reporting effects of the COVID-19 outbreak are generally considered as non-adjusting events after the period end as the significant changes in business activities and economic conditions occurred as a result of events occurring after the reporting date of 31 December 2019
- As such, the effects are not reflected in the 2019 financial statements
- Paragraphs ‘Outlook’ on page 28 and ‘Going Concern Basis of Accounting’ in the notes on page 55 of the financial statements reflect the situation as known on 10 June 2020 (date issuance, also date of the auditor’s report)
- In case of EU-IFRS no adjustment for events occurring in the period after 10 June 2020 (issuance) and date adoption (today)



Thank you for
your attention

2.c Advisory vote on the 2019 Remuneration Report

- This agenda item concerns an advisory vote on the Remuneration Report for the financial year 2019, published as a separate document 'RoodMicrotec N.V. Remuneration Report 2019'. It is proposed to the Meeting to cast a favorable advisory vote in respect of this agenda item.

Voting result

Remuneration of the Board of Management:

(x EUR 1,000)	Fixed compensation		Short-term incentive		Long-term incentive		Other benefits		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Mr. O.M. Sallenhag	132	124	-	2	4	8	7	8	143	142
Mr. A. Ladega ¹	67	N/A	-	N/A	2	N/A	9	N/A	78	N/A
Mr. R. Pusch ²	50	120	-	2	2	8	3	7	55	137
Total	249	244	-	4	8³	16	19	15	276	279

¹ from 23 May 2019
² until 23 May 2019
³ recalculation Long-Term Incentive for 2018

- The remuneration of the Board of Management is determined by the Supervisory Board.
- At the end of 2019, Mr. O.M. Sallenhag holds 365,000 shares and Mr. A. Ladega holds 226,000 shares in the capital of the Company.

Remuneration of the Supervisory Board:

(x EUR 1,000)	2019	2018	Comment
Mr. V.G. Tee	14	13	
Mr. M.E.T. Verstraeten	7	N/A	from 23 rd May 2019
Mr. H.J. Bartelink	4	10	until 23 rd May 2019
Mr. J.B. Tuik	4	10	until 23 rd May 2019
Total	29	33	

2.d Adoption of the 2019 financial statements

- The Supervisory Board has approved the financial statements for the 2019 financial year, as drawn up by the Board of Management and included in the 2019 Annual Report. It is proposed to the Meeting to adopt the 2019 financial statements.
- Voting result

2.e Appropriation of the 2019 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 2019 financial year in the amount of EUR 73,000 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 2019

- 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 2019 financial year.
- Voting result

3.b Discharge of the members of the Supervisory Board from liability for their supervision in 2019

- 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 2019 financial year.
- Voting result

4. Reappointment of Mr. Martin Sallenhag (CEO) as member of the Board of Management for a 4-year period

- The Supervisory Board proposes the following remuneration package for Mr. Sallenhag:
 - a. Fixed compensation: annual base salary of EUR 150,000 gross, paid monthly in equal parts;
 - b. Short-Term Incentive: variable annual cash bonus (gross) with a maximum of 30% of the fixed annual base salary, depending on the Company's results and personal targets, for evaluation by the Supervisory Board;
 - c. Long-Term Incentive: at the end of the four-year service agreement term, 5% of the accumulated net profit (after tax) for the last four years will be paid out (gross) under a performance cash bonus plan (with due observance of the applicable provisions and conditions set by the Supervisory Board);
 - d. Other benefits: monthly expense compensation such as lease car, costs allowance, statutory pension premium contribution and social security contributions (e.g. lease car).

• Voting result

5. Approval of the Remuneration Policy

- 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 2020 until and including 2023, in accordance with the separate document 'RoodMicrotec Remuneration Policy 2020-2023'.
- The proposed Remuneration Policy for the Board of Management aims to enable the Company to attract, retain, engage, motivate and reward highly qualified members of the Board of Management.
- Voting result

6. Authorization of the Board of Management to instruct the Company to purchase shares in its own capital

- In accordance with clause 9.2 of the Company's Articles of Association, it is proposed that the Meeting authorizes the Board of Management, for a 16-month period from the date of the Meeting (i.e. until and including 23 November 2021), to instruct the Company, subject to the Supervisory Board's approval, to acquire shares in the capital of the Company.
- The purpose of this proposal is to give the Board of Management the authorization to reduce the Company's share capital to return capital to the Company's shareholders, and/or to cover obligations under share-based compensation plans for the Board of Management, or for other purposes.
- Under the authorization, a share in the capital of the Company may be repurchased at the stock exchange or otherwise, at a price between the nominal value of the share and 110% of the opening price of the share on Euronext Amsterdam N.V.'s stock exchange on the day of the acquisition, provided that the Company and its subsidiaries will not hold more than 10% of the issued share capital of the Company.

• Voting result

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



Rood Microtec

- 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 23 November 2021), 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.

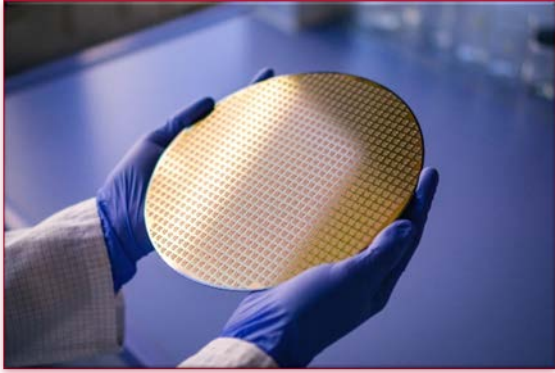
• Voting result

7.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 23 November 2021), 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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