



*This is a joint press release by RoodMicrotec N.V. (“**RoodMicrotec**” and, together with its subsidiaries, the “**RoodMicrotec Group**”) and Microtest S.p.A. (“**Microtest**”), an entity incorporated under Italian law, controlled by Seven Holding 3 S.à r.l., a wholly owned subsidiary of the private equity fund Xenon Private Equity VII SCA SICAV RAIF, pursuant to the provisions of Article 4, paragraph 3 and Article 17 paragraph 4 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the “**Decree**”) in connection with the all-cash recommended public offer by Microtest for all the issued and outstanding ordinary shares in the capital of RoodMicrotec (the “**Offer**”).*

*This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. An offer has been made only by means of the offer memorandum dated 31 August 2023 (the “**Offer Memorandum**”), which has been approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) (the “**AFM**”). This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada and Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.*

Terms not defined in this press release have the meaning as set forth in the Offer Memorandum.

FINAL RESULTS OF THE PUBLIC OFFER FOR ROODMICROTEC MICROTEST WILL HOLD 95.09% OF THE OUTSTANDING SHARE CAPITAL OF ROODMICROTEC AFTER SETTLEMENT OF POST-ACCEPTANCE PERIOD

Vicopisano, Italy / Deventer, the Netherlands, 13 November 2023

- Microtest will hold 95.09% of the Shares after settlement of the Post-Acceptance Period.
- Settlement of the Shares tendered during the Post-Acceptance Period will take place on 15 November 2023.
- Microtest intends to initiate the buy-out proceedings (*uitkoopprocedure*) as soon as possible and will seek delisting as soon as possible.

Results of Post-Acceptance Period

Microtest and RoodMicrotec are pleased to announce that, during the two-week Post-Acceptance Period, which has ended Friday 10 November 2023 at 17:40 hours CET, 6,525,359 additional Shares have been tendered, representing approximately 7.90% of the Shares.¹

¹ These Shares exclude the 4,359,000 Shares that were (i) issued by RoodMicrotec following the exercise of certain of the Warrants and (ii) tendered during the Post-Acceptance Period, as these Shares were already included in the percentage of Shares tendered or irrevocably committed announced by Microtest and RoodMicrotec on 27 October 2023.

The additional Shares tendered in the Post-Acceptance Period, together with the 71,981,050 Shares and Warrants tendered or irrevocably committed during the Offer Period, in total represent 95.09% of the Shares and an aggregate value of EUR 27,477,243.15 at an Offer Price of EUR 0.35 (cum dividend) per Share.

During the Post-Acceptance Period 7,485,000 Shares were issued by RoodMicrotec following the exercise of all Warrants², which were already included in the percentage of Shares and Warrants tendered or irrevocably committed, as announced by Microtest and RoodMicrotec on 27 October 2023. After the exercise of all Warrants, the total number of Shares amounts to 82,561,267.

Settlement Post-Acceptance Period

With reference to the Offer Memorandum, Shareholders who have validly tendered (or defectively tendered provided that such defect has been waived by Microtest) and transferred (*geleverd*) their Shares during the Post-Acceptance Period will receive the Offer Price in respect of each Tendered Share. Settlement of the Shares tendered in the Post-Acceptance Period and payment of the Offer Price of will take place on 15 November 2023. Microtest cannot guarantee that Shareholders holding Shares through an Admitted Institution will actually receive payment on that date from the Admitted Institution with whom they hold their Shares.

Buy-Out

Microtest intends to initiate a buy-out procedure (*uitkoopprocedure*) in accordance with Article 2:92a of the Dutch Civil Code or in accordance with Article 2:359c (*uitstootprocedure*) of the Dutch Civil Code by the filing of a writ of summons with the Enterprise Chamber (the “**Buy-Out**”) in order to acquire the remaining Shares not tendered and not held by Microtest or RoodMicrotec in an expeditious manner. Reference is made to Section 5.15.2 (*Buy-Out*) of the Offer Memorandum.

Delisting

As a result of Microtest holding more than 95% of the Shares, Microtest and RoodMicrotec intend to procure the delisting of the Shares on Euronext Amsterdam as soon as possible under the Applicable Rules. Microtest and RoodMicrotec will request the delisting of the Shares from Euronext Amsterdam shortly. Further details on the delisting will be announced when available. Delisting may further adversely affect the liquidity and market value of any Shares not tendered. Reference is made to Section 5.14.2 (*Liquidity and delisting*) of the Offer Memorandum.

Announcements

Any announcements in relation to the Offer will be issued by means of a press release. Any press release issued by RoodMicrotec will be made available on its corporate website (<https://www.roodmicrotec.com/> and <https://www.roodmicrotec.com/en/investor-relations-en/information-about-the-public-offer-by-microtest-for-roodmicrotec-shares>). Any press release issued by Microtest will be made available on its corporate website (<https://www.microtest.net>).

Subject to any applicable requirements of the Merger Rules and without limiting the manner in which Microtest may choose to make any public announcement, Microtest will have no obligation to communicate any public announcement other than as described in the Offer Memorandum.

² Of the total number of 7,485,000 Warrants exercised during the Post-Acceptance Period, (i) 4,359,000 Warrants were exercised by one shareholder other than Microtest prior to tendering the Shares issued by RoodMicrotec, and (ii) 3,126,000 Shares were issued by RoodMicrotec to Microtest upon exercise by Microtest of certain Warrants which were irrevocably committed to Microtest.

Settlement Agent

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On behalf of Microtest, Rothschild & Co is acting as sole financial advisor and Linklaters LLP is acting as legal counsel.

AXECO Corporate Finance B.V. is acting as RoodMicrotec's sole financial advisor and Bird & Bird (Netherlands) LLP is acting as RoodMicrotec's legal counsel.

About RoodMicrotec

With more than 50 years of experience in the semiconductor and electronics industry, RoodMicrotec is a leading independent company for semiconductor supply and quality services. RoodMicrotec is a highly valued partner for many companies worldwide and offers specifically tailored turnkey solutions for each single customer's requirements. The turnkey services include project management, wafer test, assembly, final test, qualification, failure analysis, and logistics. All services provided by RoodMicrotec meet the high quality standards of the automotive, industrial, healthcare, and high reliability aerospace sectors. RoodMicrotec is headquartered in Deventer, the Netherlands, with operational units in Nördlingen and Stuttgart, Germany.

For more information, please visit <https://www.roodmicrotec.com>.

About Microtest

Microtest is a well-reputed player both in designing and manufacturing automated test equipment and in providing testing services. It is an entity incorporated under Italian law, controlled by Seven Holding 3 S.à r.l., a wholly owned subsidiary of the private equity fund Xenon, a leading mid-cap private equity fund with 33+ years of experience and 175+ investments.

The current CEOs, Giuseppe Amelio and Moreno Lupi, have been leading Microtest since its foundation in 1999 in Altopascio (Lucca), Italy. Over time, Microtest has become a technological partner of some of the world's leading microchip manufacturers, skilled in developing innovative solutions, thanks to a solid engineering team and good production flexibility. In 2004, Microtest started designing and producing Automatic Test Equipment (the systems used in the semiconductor industry for electronic components and wafer testing) for several applications such as avionics and cars' electronic modules, radar and wireless communications for defence and medical devices. A few years later, Microtest broadened its scope by also offering "test house" services, furthermore enhanced with a direct presence in the Far East following the opening of a subsidiary in Malaysia in 2018. In April 2022, Xenon Private Equity acquired a majority stake in Microtest, spurring its international expansion strategy. Microtest reached more than 30 million in revenues in 2022, with an Ebitda margin above 38%. Microtest commercial network and customer service are spread over

the US, Europe, and Asia. In 2023 Microtest acquired Test Inspire, a highly innovative Dutch company focused on Automatic Testing Equipment.

For more information, please visit <https://www.microtest.net>.

Disclaimer

This is a joint press release by RoodMicrotec and Microtest pursuant to the provisions of Article 4, paragraph 3 and Article 17 paragraph 4 of the Decree and contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation. The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.

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Forward Looking Statements

Certain statements in this press release may be considered “forward-looking statements”, such as statements relating to the impact of this Offer on RoodMicrotec and Microtest and the targeted timeline for the Offer. Forward-looking statements include those preceded by, followed by or that include the words “anticipated”, “expected” or similar expressions. These forward-looking statements speak only as of the date of this release. Although RoodMicrotec, Microtest and Xenon believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, Microtest’s ability to successfully operate RoodMicrotec without disruption to its other business activities, Microtest’s ability to achieve the anticipated results from the acquisition of RoodMicrotec, the effects of competition, economic conditions in the global markets in which RoodMicrotec operates, and other factors that can be found in RoodMicrotec’s, Microtest’s and/or Xenon’s press releases and public filings.

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