

**Minutes of the General Meeting of Shareholders of
Rood Testhouse International N.V.,
as held on Monday 26 March 2007 at 2 pm
at the Okura Hotel, Amsterdam**

1. Opening

The Chairman of the Supervisory Board, Mr Koot (CK), welcomes all attendants.

Subsequently, Mr Koot introduces the following persons:

- Mr Ph.M.G. Nijenhuis, Chief Executive Officer;
- Ms W.H. Gomarus, Chief Financial Officer;
- Mr Th. Bucksch, Chief Operations Officer;
- Mr A. Mommer, proposed Member of the Supervisory Board;
- Mr S. Terpstra, interim controller
- Mr P.J. Steman, partner of Mazars, the company's auditor.

Regarding all topics on the agenda, resolutions may be made in the correct legal manner, as convening notices were published in the Official Price Journal and Het Financieele Dagblad newspapers on 6 and 12 March 2007.

The Chairman notes that the shareholders at the meeting represent 540,420 shares (= 1.98% of the total number of shares issued).

2. Discussing the Executive Board's 2006 annual report, 2006 annual accounts and business update

Mr Nijenhuis presents the general state of affairs and the plans for the future. This presentation is attached to the minutes as Appendix A and will also be placed on the website.

Mr Hollander asks Philip Nijenhuis (PN): you have set a target of a doubling of turnover compared to 2004. Have you got your sums right? PN goes over the sums once more.

Mr M. van Praag asks: Who was the shareholder who called you at the weekend, and what did he want to know? PN replies that they were investors who are very well aware of the rules; they know what PN can and cannot say. Of course these people always want to have more information, but they do understand that PN is prohibited from disclosing certain information.

Mr P. Molenaar asks if Rood is involved in the European programmes concerning nanotechnology. Mr Koot replies: Not directly. There is a similar programme in Bayern which at that time was more attractive. PN adds that we currently collaborate with customers (whose names are not disclosed), companies and universities who directly hire us to do work that generates us direct income.

Mr Meuwissen: Are these requests for proposals or actual work? PN replies that these are orders for actual work.

Mr Meuwissen: Will Dresden achieve turnover in the first half of 2007? He believes to have read something of the kind in the annual report. Has Dresden actually started operations? You said that the official opening will take place soon.

PN answers the question in parts: The total Rood investments of €3.1 million in 2006 were mainly made in the second half of 2006; they will start to generate income only after some months. Last year, we did not generate any turnover in Dresden. We made investments, there was a customer who could have provided us with direct turnover. But due to the slow financing of the specific equipment the customer required unfortunately the customer decided to cancel the order. Currently we have a new customer, a better one in my view, for whom the financing has now been finalised.

Mr Meuwissen: Rood's Dresden operations are expected to start generating turnover in May or June, and a multiple to be generated in the second half. Is this correct? PN does not wish to answer that question at the present time. PN states that we have invested a great deal in Dresden, with which we

can generate turnover, and for which we have received an investment subsidy. There is a great deal of pressure to grow as fast as possible.

Mr Meuwissen: how much additional investment will that take? PN: In the next few years, we will be investing over 2 million, taking the investment subsidy to be received into account. CK explains that it has not been easy for a company like Rood to start up operations in Dresden. Preparing a site takes a great deal of work, for instance constructing a clean room and training staff. Staff has been trained in-house in Nördlingen.

Mr Meuwissen: How many people? PN: in order to be able to operate around the clock, we need at least ten people. We combine this with employees from Nördlingen and new staff in Dresden. Training people is very labour-intensive, since we are audited by our customers at least four times a year. We train people on a continuous basis. Turnover of staff is some 5 – 10%. If we were located closer to Munich, staff turnover would be at least double. We try to retain staff in a natural way, by encouraging people's commitment and through open communication channels. We do not buy people.

Mr Meuwissen: In China you want to start with a launching customer, a so-called flying start. This is stated in both the 2005 and 2006 annual reports. When can we expect this flying start? PN: we are talking about a term between now and one year ahead. It might be two months, or it may be postponed several times and turn out to be eight months. It certainly won't be five years. The semiconductor market, five year terms are too long to contemplate. The market changes far too rapidly.

Mr Meuwissen: It's a well-known fact that Asians often copy products. How do you deal with that? PN: with care and explains that Rood wishes to play a role in the supply chain between Asia and Europe.

Mr Meuwissen asks how the ROT project is coming along. CK explains that the ROT tool is used in-house and that we are in business with two parties. CK says that we have asked ourselves whether we should invest more in the ROT project in order to make it a real project, so that we can sell it separately. At present, it provides us with efficiency benefits. We have invested and we want to recoup that investment. The biggest problem is to find engineers who can develop this technology further. PN adds that the entire semiconductor sector is wondering how to approach this. The market wants and needs to work more efficiently and needs software standardisation. In this context, Rood has been asked to participate in the STC in order to be part of this process. The chairman of the consortium and other important managers have publicly stated that this is a matter for the entire market to pursue. Meuwissen then remarks on the increase in depreciations and materials. Wilma Gomarus (WG) explains that Rood applies normal depreciation terms and has not applied any additional impairments. Concerning the rise in materials, she adds that this is due to a specific large order, which required additional packaging, as the products are packaged individually.

Mr Van Praag: will there be a new share issue? CK: no, or it would have been on the agenda.

Mr De Boer: ms Gomarus is leaving, you have many activities in China. Would it not be beneficial to assess the structure of the management of the company and take all its operations into account? PN replies that this will be discussed internally.

Mr Bijleveld asks if the offsettable losses in Germany mentioned on page 63 of the annual report can be added up. WG explains in Germany Rood has to deal with two tax systems, and that the German losses cannot be added up.

Mr Hollander asks if Rood has dollar exposure. The answer is: not especially.

Next, the question is asked whether the depreciation term of the building is not excessive (70 years). More than 30 years have now passed. We have the building appraised regularly, and the valuation of the building is on the agenda of the annual meeting for discussion of the annual accounts with the auditor.

There are no questions to the auditor. The auditor has nothing further to add.

3. Adoption of the 2006 Annual Accounts

- *Questions to the company's auditor*
- *Adoption of the 2006 Annual Accounts*

There are no questions for the company's auditor.

Votes on this item: Everyone votes in favour. No votes against.

4. **Granting the Executive Board discharge for the management conducted during the reporting year**

Votes on this issue: Everyone votes in favour. No votes against.

5. **Granting the Supervisory Board discharge for the supervision conducted during the reporting year**

Votes on this issue: Everyone votes in favour. No votes against.

6. **Adoption of dividend policy and proposal**

The dividend policy is as follows: In view of the cyclical nature of the semi-conductor industry, the capital-intensive character of the company's activities, the planned expansion of activities and the current solvency level, the profits to be made in the next few years will be reinvested in the company.

No dividend shall be paid over 2006.

Votes on this issue: Everyone votes in favour. No votes against.

7. **Proposal to authorise the supervisory board to grant the board of management the authority to issue shares for a period of five years (in accordance with article 5 of the Articles of Association of the company).**

CK explains the background to this item. It is aimed at financing growth, as stated in PN's presentation and in the annual report.

Mr Hollander remarks that Article 5 of the Articles of Association provides that the number of shares to be issued must also be specified.

CK replies that extensive discussions with the company's notary have shown that the maximum need not be disclosed, also in view of the maximum number of the shares in the authorised capital, being 35,900,000 shares.

PN: we should also take into account that there is a convertible of over 1.2 million shares. A five-year term applies. So on balance, it concerns about 8 million shares minus the convertible. PN once again refers to his presentation, which showed that it is hard to secure financing to allow Rood to grow. The matter at hand is the term. We cannot issue all the shares tomorrow. PN says that that will not happen; the company will honour its responsibilities towards its current shareholders.

Votes relating to this issue: one vote against, others votes in favour.

8. **Appointment of auditor**

The proposal is to authorise the Supervisory Board to appoint the auditor for the 2007 financial year in accordance with Article 25, paragraph 2 of the Articles of Association.

Mr Hollander remarks that it is peculiar that the auditor for the coming year has not yet been appointed.

CK remarks that this has been handled this way for the past ten years. The Supervisory Board is eager to have the freedom to negotiate with the auditor on an annual basis, and to have ample time to do this.

Votes on this issue: Everyone votes in favour. No votes against.

9. **Appointment of Supervisory Director**

The agenda proposes to appoint Mr A. Mommer to the Supervisory Board of the company. The

reason for his appointment is his financial expertise. Mr Mommer is 62 years old. He was previously employed as a managing director of Royal Philips Electronics, inter alia as executive VP and CFO of the Semiconductor Division and the Consumer Electronics Division. Mr Mommer does not hold any (option rights on) shares in the company. Mr Mommer is independent.

Mr Hollander asks if there are now 2 independent Supervisory Directors. CK replies in the affirmative. Mr Meuwissen asks: Does Mr Mommer intend to acquire shares or options on shares? Mr Mommer replies: No, in order to guarantee his independence.

Votes on this issue: Everyone votes in favour. No votes against.

10. Approval of extension employment contract Mr Philip Nijenhuis

Given the need to lend sufficient continuity to the implementation of Rood's growth strategy, the Supervisory Board proposes to extend Mr Philip Nijenhuis' employment contract by one year to 31 December 2009.

CK explains the proposal. When Mr Nijenhuis was appointed, a four-year growth strategy was defined. For a company like Rood, it is difficult to grow and to find the necessary funding, also in view of the past. The management last year declined share options and bonuses. And customers and business relations also request that Mr Nijenhuis remain in his position for now. Mr Meuwissen asks: will there be any interim salary adjustments? CK explains that the contract proposals are in line with the past. The CEO has declined the share options granted to it. The intention is that these options will be awarded no later than 2009.

Mr Meuwissen asks whether there is a severance package in place. Yes, a customary severance package is in place. Next question: how much is it? CK looks this up: there is a six-month severance package.

Mr Bijleveld: will we be asked to approve Mr Nijenhuis staying on for another year? Mr Meuwissen then asks who is putting the proposal to the meeting. CK replies that the Supervisory Board is. Mr Meuwissen then asks: why not four years instead of one? PN refers to his age.

Votes on this issue: Everyone votes in favour. No votes against.

11. Approval of amendment of the Articles of Association

The proposal to amend the Articles of Association concerns the following points:

- 1. Article 2 of the Articles of Association will read as follows: In the context of these Articles of Association, "In writing" will be understood to mean: received in writing or to be printed.'*
- 2. The company's registered office under the Articles of Association will be changed from Amsterdam to Zwolle.*

The chairman reiterates that the formalities prescribed for the convening of meetings – especially those mentioned in Article 29 and Article 34 paragraph 2 – have been complied with, so valid resolutions can be made regarding to the proposal to delegate the authority to issue shares and the proposal to alter the Articles of Association, as set out in the convening notice.

The chairman puts forward:

1. the proposal to alter the Articles of Association of the company in accordance with the draft dated 26 February 2007 drawn up by Nysingh advocaten - notarissen N.V.;
2. the proposal to authorise each Managing Director and each member of the Supervisory Board of the company, as well as all persons employed at that time at Nysingh advocaten - notarissen N.V., each individually, to apply for the required ministerial declaration of no objection to the aforementioned draft, to incorporate the changes to be made therein demanded by the Minister and to have the deed of alteration of the Articles of Association executed;
3. the proposal, as approved by the Supervisory Board, to delegate the power to issue shares to

the Management Board, for a period of five years, in accordance with Article 5.

Mr Meuwissen asks why the option of having the shareholders meeting in Nördlingen or Dresden has not been pursued. The Board of Management states never to have considered this.

CK proposes to include that suggestion in the next amendment to the Articles of Association.

Votes on this issue: Everyone votes in favour. No votes against.

12. **Any other business and Closing**

Mr. Koot thanks all for attending and for their input, and invites them to a drink.

C.W.M. Koot
Chairman

W.H. Gomarus
Company Secretary