

PROPOSAL
AMENDMENT OF THE ARTICLES OF ASSOCIATION
ASM INTERNATIONAL N.V.

May 13, 2024

Stibbe

**AMENDMENT OF THE ARTICLES OF ASSOCIATION
ASM INTERNATIONAL N.V.**

| PROPOSED ADDITIONS | NOTES |
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| <p>Indemnification and insurance</p> <p>Article 36</p> <p>36.1 This article 36 shall apply to all members of the managing board and all supervisory directors in office on or after [<i>date of execution of deed of amendment of articles of association</i>], each person hereinafter referred to as: "person concerned". Each person concerned shall be indemnified for any act or failure to act as of the date of his/her initial appointment over the total period he/she is in office, and may claim under the indemnification even after he/she ceases to be a member of the managing board or a supervisory director.</p> <p>36.2 The company indemnifies each person concerned for liability and holds each such person concerned harmless against claims resulting from any act or failure to act in their capacity as a member of the managing board or as a supervisory director or in the performance of any other position the person concerned performs at the request of the company.</p> <p>36.3 Subject to the provisions of article 36.2, the company shall compensate (i) all damages, expenses, fines and charges to which the person concerned has been ordered to pay or for which the person concerned is liable to pay, (ii) all reasonable costs incurred in defending against the claims referred to in article 36.2, and (iii) all reasonable costs of acting in other legal proceedings in which the person concerned is involved in the capacity as referred to in article 36.2,</p> | <p>The Proposed Amendment relates to the inclusion of an indemnity for the members of the managing board and supervisory board who are in office on or after the date of execution of the deed of amendment of the Articles of Association, over the total period they are in office. A member of the managing board or supervisory board may claim under the indemnification even after he/she ceases to be a member of the managing board or supervisory board. Including the text of the indemnity in the Articles of Association is common, and increases transparency on this for shareholders and other stakeholders of ASM International N.V. ("ASM"), notwithstanding ASM's right to lay down the indemnity in an agreement with the relevant member of the managing board or supervisory board.</p> |

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| <p>with the exception of proceedings in which the person concerned primarily asserts a claim of its own, provided that a person concerned shall not be entitled to indemnification and compensation if and to the extent that (I) there has been an act or failure to act by the person concerned that can be characterised as wilful (<i>opzettelijk</i>), deliberately reckless (<i>bewust roekeloos</i>) or seriously culpable (<i>ernstig verwijtbaar</i>), established in a final court or arbitral judgment, or established by a written acknowledgement by the person concerned, or (II) the costs or damages are covered by an insurance and the insurer has paid such costs or damages. If and to the extent that it has been established on the basis of this article 36.3 that the person concerned is not entitled to the compensation referred to in this article 36, the person concerned is obliged to immediately repay the amounts already reimbursed by the company.</p> <p>36.4 The company may obtain liability insurance for the benefit of the persons concerned.</p> <p>36.5 The company may give further effect to the provisions of this article 36 by agreement.</p> | |
