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REMUNERATION REPORT 2014

This Remuneration report 2014 is based on the Remuneration Policy of ASM International NV, dated May 21, 2014. The Remuneration Policy was adopted by the 2014 Annual General Meeting of Shareholders ('AGM').

REMUNERATION POLICY MANAGEMENT BOARD

The Remuneration Policy was reviewed in 2014 and is applicable to members of the Management Board of ASM International ('ASMI').

The objective of the remuneration policy is twofold:

- a. to create a remuneration structure that will allow ASMI to attract, reward and retain qualified executives in our global competitive industry; and
- b. provides and motivates executives with a balanced and competitive remuneration that is focused on sustainable results, aligned with the long term strategy of ASMI.

The remuneration structure includes four components: a fixed (base) salary component, a short term incentive component (annual performance based bonus), a long term incentive component (performance based) in the form of stock options and performance shares) and pension provisions and fringe benefits.

BASE SALARY MANAGEMENT BOARD

The amounts paid as base salaries to the members of the Management Board in 2014 were as follows:

C.D. del Prado	€ 520,200
P.A.M. van Bommel	€ 385,788

SHORT-TERM INCENTIVE (CASH BONUS) MANAGEMENT BOARD

Based on the results in 2014, the following bonuses will be paid:

C.D. del Prado	€ 663,329
P.A.M. van Bommel	€ 411,515

LONG-TERM INCENTIVE (STOCK OPTIONS/PERFORMANCE SHARES) MANAGEMENT BOARD

The long-term incentive scheme for the members of the Management Board, which was approved in the 2014 AGM, consists of stock options and performance shares.

The long-term incentive scheme has the following main features:

Stock options:

- > the options will be unconditional;
- > 100% of the options which have been granted will become exercisable after three years;
- > the options will have a term of seven years;
- > the exercise price will be equal to the average closing price on Euronext of ASMI shares during the five trading days preceding the granting of the option and including the date of granting; and
- > the number of options to be granted will be based on a fair value approach.

Performance shares:

- › The number of the performance shares for on target performance to be awarded will be determined by the Supervisory Board depending on the value of performance shares as part of the mix between stock options and performance shares.
- › The shares will become unconditional after three years depending on the achievement of predetermined targets.
- › The financial targets to be achieved are measured over a three year performance period and relate to a sales growth compared to market and an average EBIT percentage performance measure.
- › The Management Board members will hold the unconditional shares for at least an additional 2 years, however they are allowed to sell a part of the unconditional shares after 3 years for tax purposes.

The mix between stock options and performance shares will be determined annually by the Supervisory Board, taking into account the objectives of the remuneration policy.

The Supervisory Board decided to grant the following value to:

C.D. del Prado:

Stock options	495,924
Performance shares	381,480

P.A.M. van Bommel

Stock options	258,285
Performance shares	198,681

The grant date is April 24, 2015.

PENSION MANAGEMENT BOARD

The pension contributions paid in 2014 were as follows:

C.D. del Prado	€ 77,726
P.A.M. van Bommel	€ 68,630

Members of the Management Board residing in the Netherlands are offered a defined contribution plan for the part of the salary that exceeds the maximum salary of the industry wide pension fund. For the first €70,792, the members of the Management Board contribute 50% of the contribution and ASMI pays the remaining part. For the remaining pensionable salary, the total contributions vary from 6,48% - 33,48% of this surplus in pensionable salary depending on age. The members of the Management Board contribute 4.60% of the surplus in the pensionable salary and ASMI pays the remaining part.

There are no arrangements regarding early retirement.

As a result of the changes in pension legislation in the Netherlands per January 1, 2015 as well as a review based on benchmark data, the Supervisory Board has decided to change the pension plan of the Management Board per January 1, 2015. These changes are:

- › maximize pension accrual for salary up to €100,000; above €100,000, ASM offers a net pension plan, applying the same contribution levels; according to the Dutch legislation, members of the Management Board can choose to have the employer paid contribution paid out as additional salary; and
- › exchange pension accrual in industry wide pension fund for a pension plan with the same pension contribution as for the salary above the salary maximum.

The changes set out above will not lead to increased costs for ASMI in respect of its pension obligations towards the members of the Management Board. The wording of the Remuneration Policy will be brought into line with the changes set out above.

OTHER ARRANGEMENTS MANAGEMENT BOARD

A number of other arrangements are offered to members of the Management Board, such as expense and relocation allowance, medical insurance, accident insurance and a car allowance.

ASMI's policy does not allow personal loans to members of the Management Board.

CONTRACTS OF EMPLOYMENT MANAGEMENT BOARD

All members of the Management Board have a written contract of employment with ASMI or one of its related subsidiaries. The members of the Management Board have been appointed to the Management Board for a four year period:

- › C.D. del Prado, started May 18, 2006; in May 2014 Mr Del Prado was reappointed for a new term of four years; and
- › P.A.M. van Bommel, started July 1, 2010; in May 2014 Mr Van Bommel was reappointed for a new term of four years.

For future new appointments to the Management Board, the term of the appointment will also be set at four years.

REMUNERATION SUPERVISORY BOARD

In the 2011 AGM the following annual remuneration for the Supervisory Board has been approved.

Member of the Supervisory Board	45,000
Chairman of the Supervisory Board	60,000
Member of the Audit Committee	5,000
Chairman of the Audit Committee	7,500
Member of the Nomination, Selection and Remuneration Committee	5,000
Chairman of the Nomination, Selection and Remuneration Committee	7,500

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