

# Supervisory Board remuneration policy

## ASM International N.V. (“ASM”)

Compensation strategy and principles 2024 - onwards

The existing remuneration policy was adopted by ASM’s Annual General Meeting (“General Meeting”) on May 16, 2022. This new remuneration policy applicable to the members of the Supervisory Board (“Remuneration Policy”) is proposed by the Supervisory Board to the Annual General Meeting 2024 (the “AGM 2024”) following a periodical review, analysis and evaluation of the existing policy, as well as stakeholder dialogues.

### Main changes

The main changes in the Remuneration Policy compared to the existing remuneration policy of the Supervisory Board include the following:

- the removal of the cap on the travel allowances;
- the introduction of a fee per additional meeting in excess of two hours above the regular cadence of the Supervisory Board or its committees in special business circumstances after prior approval by the Chair of the Supervisory Board; and
- the introduction of a Technology committee and the option to establish other committees.

In addition, the Supervisory Board will submit a proposal to the General Meeting to increase the fees for the Supervisory Board members and its committees in the AGM 2024.

The Remuneration Policy includes the remuneration principles and proposed compensation applicable to the individual compensation of the Supervisory Board. Subject to adoption by the General Meeting in the AGM 2024, the Remuneration Policy will be applied with retrospective effect as from January 1, 2024.

### Purpose

The purpose of the Remuneration Policy for the members of the Supervisory Board of ASM is to provide compensation that:

- aligns with the enlarged scope of the company;
- motivates and rewards Supervisory Board members with a balanced compensation, in sync with role and responsibilities;
- allows ASM to attract, reward and retain highly qualified, independent, and high-caliber members of the Supervisory Board with the required background, experience and a broad skillset; and
- aligns with comparable peer companies.

## Compensation

The compensation of the members of the Supervisory Board is based on fixed, gross, amounts paid in cash and will be targeted around the median market pay levels according to responsibilities of the role, size and complexity of a listed high tech global company. This compensation structure ensures the independence of the members of the Supervisory Board and the effectiveness from a corporate governance perspective. The members of the Supervisory Board are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution. Shares held by a Supervisory Board member in ASM shall be long-term investments. ASM's Insider trading policy applies to trades by Supervisory Board members in ASM shares.

### Annual compensation levels: Supervisory Board and committees

In order to capture the different dynamics of the Supervisory Board remuneration, the compensation levels for the members of the Supervisory Board are based on a comparability study of a combination of Dutch general market companies and international sector-specific companies. Starting point was the ASM Management Board Remuneration peer group as contained in the Remuneration Policy Management Board. The selection of the companies included in the market reference group are based on comparability to ASM in terms of: governance structure (two-tier system), size and scope.

Currently the Supervisory Board has two committees: the Audit Committee and the Nomination, Selection and Remuneration Committee. In its press release of February 27, ASM announced the Supervisory Board's intention to establish a Technology Committee. Although there are no immediate plans and as the Remuneration Policy Supervisory Board will in principle apply for the next four years, the Remuneration Policy Supervisory Board allows for remuneration to be awarded to potential other committees in the future. In the AGM 2024 the Supervisory Board will propose to establish the remuneration of the chair and members of the Technology Committee and potential other committees.

In the Annual General Meeting 2024, the Supervisory Board will propose to revise the remuneration of the Supervisory Board as follows:

Position	Current fee	Proposed fee
<i>Supervisory Board</i>		
Chair Supervisory Board	€97,500	€130,000
Member Supervisory Board	€66,000	€80,000
<i>Audit Committee</i>		
Chair Audit Committee	€15,000	€25,000
Member Audit Committee	€10,000	€18,000

<i>Nomination, Selection and Remuneration Committee ("NSR")</i>		
Chair NSR	€11,000	€22,000
Member NSR	€7,400	€15,000
<i>Technology Committee</i>		
Chair Technology Committee	n.a.	€22,000
Member Technology Committee	n.a.	€15,000
<i>Other committees</i>		
Chair other committee	n.a.	€22,000
Member other committee	n.a.	€15,000

The Supervisory Board remuneration levels and pay are periodically evaluated and an adjustment of the fees – in line with but separate from this policy – may be submitted to the General Meeting for adoption. Each year the actual paid remuneration will be disclosed in the Remuneration Report.

#### **Travel allowance and expenses**

Actual and reasonable travel expenses of the members of the Supervisory Board are reimbursed together with a gross travel allowance of €2,500 for continental travels and €5,000 for intercontinental travels if operated for physical attendance at meetings.

The Supervisory Board travel allowance is periodically evaluated and an adjustment thereof – in line with but separate from this policy – may be submitted to the General Meeting for adoption. Each year the actual paid remuneration will be disclosed in the Remuneration Report.

#### **Additional remuneration**

The Supervisory Board members are entitled to a gross compensation of €2,500 for additional meetings lasting more than two hours in excess of the regular Supervisory Board and committee meetings cadence in case of special business circumstances, provided that the Chair of the Supervisory Board has given her/his prior approval.

The amount of the additional compensation is periodically evaluated and an adjustment thereof – in line with but separate from this policy – may be submitted to the General Meeting for adoption. Each year the actual paid remuneration will be disclosed in the Remuneration Report.

#### **Appointment**

Members of the Supervisory Board are appointed for a maximum term of four years with the opportunity of being reappointed in line with the Corporate Governance Code. The actual appointment is subject to the approval of the General Meeting.

**Loans, guarantees and indemnities**

ASM does not provide any personal loans, guarantees or advance payments to the Members of the Supervisory Board. The agenda of the AGM 2024 includes a proposal to adopt an amendment to ASM's articles of association to include an indemnification to the members of the Supervisory Board (and the Management Board).