

Agenda for Annual General Meeting 2024

ASM International N.V. ("ASM")

To be held on Monday May 13, 2024, at 2:00 p.m. CET in the Van der Valk Hotel in Almere, located at Veluwezoom 45, 1327 AK in Almere, the Netherlands.

1. Opening / Announcements

2. Report on the financial year 2023

2a Report on the financial year 2023

2b Corporate governance structure and compliance with the Dutch Corporate Governance Code

3. Financials

3a Remuneration Report 2023 *

3b Adoption of the Annual Accounts 2023 *

3c Adoption of dividend proposal *

4. Discharge

4a Discharge of the members of the Management Board *

4b Discharge of the members of the Supervisory Board *

5. Remuneration Supervisory Board

5a Proposal to amend the Remuneration Policy for the Supervisory Board *

5b Proposal to amend the remuneration of the members of the Supervisory Board and its committees *

6. Composition of the Supervisory Board

6a Proposal to reappoint Mr. Lamouche as member of the Supervisory Board *

6b Proposal to appoint Ms. Micki as member of the Supervisory Board *

6c Proposal to appoint Mr. Van den Brink as member of the Supervisory Board *

7. Appointment of ASM's auditor for the financial year 2025 *

8. Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares and to limit or exclude any pre-emptive rights

8a Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares *

- 8b Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights with respect to the issue of common shares and rights to acquire common shares ***
- 9. Authorization of the Management Board to repurchase common shares in ASM ***
- 10. Proposal to withdraw common shares held by ASM ***
- 11. Amendment of the articles of association ***
- 12. Any other business**
- 13. Closure**

* = voting item(s)

EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting, to be held on Monday May 13, 2024, at 2:00 p.m. CET in the Van der Valk Hotel in Almere, located at Veluwezoom 45, 1327 AK in Almere, the Netherlands.

Agenda Item 1 **Opening / Announcements**

Agenda Item 2 **Report on the financial year 2023**

This consists of two agenda items.

Agenda Item 2a Report on the financial year 2023

The Management Board will report on the business and results of operations for the financial year 2023, as well provide an explanation of the ESG policy.

Agenda Item 2b Corporate governance structure and compliance with the Dutch Corporate Governance Code

The Dutch Corporate Governance Code (the “Code”) provides guidance for effective collaboration and management. The purpose of the Code is to facilitate – together with or in relation to other laws and regulations – a sound and transparent system of checks and balances within Dutch listed companies and, to that end, to regulate relations between the Management board, the Supervisory Board and the General Meeting. The Code was first adopted in 2003 and was amended in 2008, in 2016 and most recently updated in 2022. The current Code applies from the financial year starting on January 1, 2023.

As per the recommendation of the Corporate Governance Code Monitoring Committee, ASM submits chapters 13.1 and 34 of the Annual Report 2023 to the General Meeting outlining the corporate governance structure and compliance with the Code. A reference is made to these chapters. The Annual Report 2023 is available at ASM’s website (www.asm.com).

Agenda Item 3 **Financials**

This consists of three agenda items.

Agenda item 3a Remuneration Report 2023

This item will be voted on.

The remuneration report 2023 is included on pages 153 – 166 of the Annual Report 2023. The Annual Report 2023 is available at ASM's website (www.asm.com).

In accordance with section 2:135b (2) of the Dutch Civil Code, the General Meeting may cast an advisory vote on the remuneration report 2023. Shareholders are asked to vote in favor of the remuneration report 2023.

Agenda item 3b Adoption of the Annual Accounts 2023

This item will be voted on.

ASM proposes to adopt the Annual Accounts 2023.

The Annual Report 2023 (which includes the Directors Report 2023 and the Annual Accounts 2023, as well as the information to be added under section 2:392(1) of the Dutch Civil Code, insofar as applicable to ASM), is available for inspection by the shareholders at ASM's offices at Versterkerstraat 8 in Almere, the Netherlands and at the offices of ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands. The Annual Report 2023 is also available at ASM's website (www.asm.com).

The Annual Accounts 2023 have been audited by ASM's accountant, KPMG Accountants N.V.

The Annual Report 2023 is in English.

Agenda item 3c Adoption of dividend proposal

This item will be voted on.

ASM proposes to declare a regular dividend of €2.75 (two euros and seventy-five cents) per common share over 2023. ASM's policy regarding the regular dividend is to pay a sustainable dividend.

The amount of the regular dividend per common share in 2023 is higher than the dividend paid over 2022 (which was €2.50 (two euros and fifty cents)).

Once the dividend has been declared, the dividend will be made available on May 22, 2024 (payment date).

**Agenda Item 4
Discharge**

This consists of two agenda items.

Agenda item 4a Discharge of the members of the Management Board

This item will be voted on.

In accordance with Article 30.4 of the articles of association of ASM (the “Articles of Association”), it is proposed to the General Meeting to discharge the members of the Management Board from liability for actions in respect of their management during the financial year 2023 insofar as that management is reflected in the Annual Accounts 2023.

Agenda Item 4b Discharge of the members of the Supervisory Board

This item will be voted on.

In accordance with Article 30.4 of the Articles of Association, it is proposed to the General Meeting to discharge the members of the Supervisory Board from liability in relation to the exercise of their supervision on the management by the Management Board in the financial year 2023 insofar as that management is reflected in the Annual Accounts 2023.

**Agenda Item 5
Remuneration Supervisory Board**

This consists of two agenda items.

Agenda Item 5a Proposal to amend the Remuneration policy for the Supervisory Board

This item will be voted on.

ASM has a remuneration policy for the members of the Supervisory Board. This remuneration policy was adopted by the General Meeting on May 16, 2022 (the “Existing Remuneration Policy”).

In accordance with section 2:135a (2) in conjunction with 2:145 (2) of the Dutch Civil Code it is proposed by the Supervisory Board, following a recommendation by its Nomination, Selection and Remuneration Committee (the “NSR”), to adopt a new remuneration policy for the members of the Supervisory Board (the “Remuneration Policy Supervisory Board”). The NSR has entered into dialogues with stakeholders as part of the preparation of the Remuneration Policy Supervisory Board.

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

- aligns with the enlarged scope of ASM;
- 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.

The main proposed changes to the Existing Remuneration Policy 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 additional committees.

Moreover, the Remuneration Policy Supervisory Board shows the increased fees as proposed by the Supervisory Board in agenda item 5b.

If adopted by the General Meeting, the Remuneration Policy Supervisory Board will take effect retroactively from January 1, 2024, and will replace the Existing Remuneration Policy. It is intended that the Remuneration Policy Supervisory Board will be applicable for four years onwards. Material changes to the Remuneration Policy Supervisory Board during this four-year period will be presented to the General Meeting for adoption.

The proposed Remuneration Policy Supervisory Board can be found on ASM's website www.asm.com, which forms part of this agenda and explanatory notes.

Agenda Item 5b Proposal to amend the remuneration of the members of the Supervisory Board and its committees

The NSR has prepared, with the assistance of a third party, a comparability study of the compensation levels for the members of the Supervisory Board based on 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 is based on comparability to ASM in terms of: governance structure (two-tier system), size and scope.

The NSR concluded that the current remuneration of ASM's Supervisory Board is at or below the lowest 25th percentile of the AEX peer group and even lower compared to the Management Board remuneration peer group.

Following a recommendation by the NSR and dialogues with stakeholders, the Supervisory Board proposes to make certain changes to the remuneration payable to the members of the Supervisory Board, with retrospective effect from January 1, 2024. As explained in the rationale for amending the Existing Remuneration Policy under agenda item 5a, the

Supervisory Board proposes to the General Meeting to determine the various elements of the Supervisory Board remuneration payable in a financial year of ASM as follows:

Position	Current fee	Proposed fee
<i>Supervisory Board</i>		
Chair Supervisory Board	EUR 97,500	EUR 130,000
Member Supervisory Board	EUR 66,000	EUR 80,000
<i>Audit Committee</i>		
Chair Audit Committee	EUR 15,000	EUR 25,000
Member Audit Committee	EUR 10,000	EUR 18,000
<i>Nomination, Selection and Remuneration Committee ("NSR")</i>		
Chair NSR	EUR 11,000	EUR 22,000
Member NSR	EUR 7,400	EUR 15,000
<i>Technology Committee</i>		
Chair Technology Committee	n.a.	EUR 22,000
Member Technology Committee	n.a.	EUR 15,000
<i>Other committees</i>		
Chair other committee	n.a.	EUR 22,000
Member other committee	n.a.	EUR 15,000

At the date of the convocation, the Supervisory Board has two committees in place: the Audit Committee and the NSR. As announced in ASM's press release of February 27, 2024, the Supervisory Board intends to establish a new Technology Committee which would be chaired by Martin van den Brink subject to his appointment under agenda item 6c. 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 this agenda item 5b it is proposed to establish the remuneration of the chair and members of the Technology Committee and potential other committees.

It is proposed that 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. These amounts are the same as in the Existing Remuneration Policy, but it is proposed to remove the cap included in the Existing Remuneration Policy.

Moreover, it is proposed to give Supervisory Board members 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's prior approval has been obtained.

All amounts are gross amounts.

If this agenda item is not adopted, the current fees payable to the Supervisory Board members will remain applicable.

Agenda item 6 **Composition of the Supervisory Board**

This consists of three items.

As announced in ASM's press release of February 16, 2023, Ms. de Virgiliis has decided not to seek a second term as Supervisory Board member given her current and future commitments. This is why she will resign as of this Annual General Meeting. ASM is grateful for the contributions she has made to the Supervisory Board and its committees over the past few years.

The Supervisory Board proposes to nominate Mr. Lamouche for reappointment and to nominate Ms. Micki and Mr. Van den Brink for appointment as members of the Supervisory Board. After these (re)appointments, the members of the Supervisory Board shall increase from six to seven members.

Agenda item 6a **Proposal to reappoint Mr. Lamouche as member of the Supervisory Board**

This item will be voted on.

Mr. Didier Lamouche (1959) was initially appointed as member of ASM's Supervisory Board on May 18, 2020 for a period of four years. In accordance with the applicable rotation scheme, the term of Mr. Lamouche's mandate expires at the close of this Annual General Meeting and it is proposed by the Supervisory Board, following a recommendation by the NSR, in order to attain adequate continuity and experience within the Supervisory Board to reappoint Mr. Lamouche for an additional four-year period expiring at the close of the Annual General Meeting in 2028. The Supervisory Board has therefore drawn up a binding

nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction of 2:133 of the Dutch Civil Code to re-appoint Mr. Lamouche as a member of the Supervisory Board.

Until the end of 2018, Mr. Lamouche was the President and CEO of IDEMIA (formerly Oberthur Technologies), the world leader in cyber security and digital identity technologies. He previously served as COO of ST Microelectronics (NYSE, Euronext, Milan) from 2010 to 2013 and President and CEO of ST-Ericsson until 2013. Prior to that, he was Chairman of the Board and CEO of the Euronext-listed Bull Group from 2005 to 2010. Before that, Mr Lamouche held several senior executive positions in the semiconductor industry, among which Vice President for IBM global S/C operations.

Mr. Lamouche has held non-executive positions on the public boards of ACI Worldwide, Atari, Soitec and STMicroelectronics. He is currently non-executive director and Chair of the Board at Quadient, (Euronext), a non-executive director of the Board of Adecco since 2011 (SIX). Moreover, he is founder of DL T. Consulting (French non-listed company), chairman of the Advisory Board of Utimaco (German non-listed company) and director of Imagination Technologies Group Ltd. (UK non-listed company).

Mr. Lamouche graduated in 1981 from the Ecole Centrale de Lyon as an engineer, and has a PhD in semiconductor technology. Mr. Lamouche is a French national, and Chevalier of Legion of Honor. He holds 390 shares in ASM. Mr. Lamouche is considered independent within the meaning of the Code.

With reference to Article 22.9 of the Articles of Association the Supervisory Board is pleased to confirm that Mr. Lamouche has more than adequately fulfilled his duties as a Supervisory Board member over the past four years.

Agenda item 6b Proposal to appoint Ms. Micki as member of the Supervisory Board

This item will be voted on.

As announced by ASM in its press release of December 18, 2023, the Supervisory Board proposes to appoint Ms. Tania Micki for a four-year period expiring at the close of the Annual General Meeting in 2028. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction with 2:133 of the Dutch Civil Code to appoint Ms. Micki as a member of the Supervisory Board.

Tania Micki (1971) brings more than 20 years of experience in finance leadership roles with international innovative companies. She is currently (since 2020) CFO and member of the Management Board of Tecan, a leading provider of laboratory automation products and solutions for life science research, diagnostics and the medical market. Previously, from 2010 until 2020, she held various roles at Sulzer AG including Chief Risk Officer and Group

Internal Audit Head, and CFO Global Markets. Before joining Sulzer, Ms. Micki held senior financial positions at Monsanto, Gate Group, General Mills, and Pillsbury in Switzerland, the UK, Australia, Poland and Russia.

In addition, since 2021, Ms. Micki has held a non-executive position at Ecole Hôtelière de Lausanne as a member of the Board of Directors and Chair of the Audit & Risk Committee.

Ms. Micki holds an MBA from Insead. She also graduated from ESCP (École Supérieure de Commerce de Paris), and she holds a Bachelor's degree in Russian from the Paris X University in Nanterre (France).

The Supervisory Board has considered Ms. Micki to fit the Supervisory Board profile, because of her specific knowledge of, and experience in, amongst others, general business and strategic policy, corporate finance, financial reporting and accountability, and her broad international experience. Therefore, the Supervisory Board believes her appointment to be relevant and in the interest of ASM.

Ms. Micki is a French and Swiss national and holds zero shares in ASM. Ms. Micki is considered independent within the meaning of the Code.

Agenda item 6c Proposal to appoint Mr. Van den Brink as member of the Supervisory Board

This item will be voted on.

As announced by ASM in its press release of February 27, 2024, the Supervisory Board proposes to appoint Mr. Martin van den Brink for a four-year period expiring at the close of the Annual General Meeting in 2028. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction with 2:133 of the Dutch Civil Code to appoint Mr. Van den Brink as a member of the Supervisory Board.

As a member of the Board of Management of ASML since 1999, Mr. Van den Brink (1957) brings more than three decades of experience and leadership in the semiconductor industry.

After he joined the then newly founded ASML as an engineer in 1984, Martin became Vice President Technology (CTO) in 1995. In 1999, he was appointed member of the Management Board of ASML, and in 2013, he was appointed Chief Technology Officer and President. In his leading role at the company, he was key to driving ASML's growth and technological innovations that have helped shape the entire semiconductor industry.

Mr. Van den Brink has received many awards for his contributions to technology innovation and the semiconductor industry, including the IEEE Cleo Brunetti Award, the Robert N

Noyce Medal and an honorary doctorate from the University of Amsterdam. He's also a Knight of the Order of the Dutch Lion (*Orde van de Nederlandse Leeuw*).

Mr. Van den Brink earned a degree in electrical engineering from HTS Arnhem (HAN University of Applied Sciences) and a degree in physics from the University of Twente. In the autumn of 2023 he announced his retirement from ASML, as of April 2024.

The Supervisory Board has considered Mr. Van den Brink to fit the Supervisory Board profile, because of his specific knowledge of, great expertise, and experience in, amongst others, semiconductor technology and products and general business and strategic policy, and his broad international experience. Therefore, the Supervisory Board believes his appointment to be relevant and in the interest of ASM.

Mr. Van den Brink is a Dutch national and holds zero shares in ASM. Mr. Van den Brink is considered independent within the meaning of the Code.

Agenda item 7

Appointment of ASM's auditor for the financial year 2025

This item will be voted on.

The external auditor is appointed by the General Meeting. ASM's current external auditor is KPMG Accountants N.V., who was reappointed by the Annual General Meeting in 2023 for financial years 2023 and 2024. KPMG Accountants N.V. could be reappointed for the last time for the 2024 financial year due to the mandatory rotation after 10 years.

The Audit Committee performed a tender for the selection of a new auditor. Three audit firms have participated in the tender. After a careful process, the Audit Committee made a reasoned recommendation to the Supervisory Board to nominate Ernst & Young Accountants LLP, with Mr. Mark-Jan Molenaar as lead partner, as the new auditor.

Based on this selection procedure, the Audit Committee's recommendation and on the advice of the Management Board, the Supervisory Board proposes to appoint Ernst & Young Accountants LLP, with Mr. Mark-Jan Molenaar as lead partner, as ASM's independent external auditor for the financial year 2025.

A representative of KPMG Accountants N.V. and Ernst & Young Accountants LLP will be present at the Annual General Meeting.

Agenda item 8

Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares and to limit or exclude any pre-emptive rights

This consists of two items.

Agenda item 8a Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares

This item will be voted on.

In accordance with Articles 5.1 and 5.6 of the Articles of Association, it is proposed that the General Meeting appoints the Management Board, for an 18-month period, to be calculated from the date of the Annual General Meeting, as the body of ASM which, subject to the Supervisory Board's approval, is authorized to issue common shares – including the granting of rights to acquire common shares – at such a price, and on such conditions as determined for each issue by the Management Board, subject to the Supervisory Board's approval as may be required.

The number of common shares including rights to acquire common shares which the Management Board shall be authorized to issue shall be no more than 10% of the total currently issued capital of ASM in the form of common shares on the date of this Annual General Meeting.

Agenda item 8b Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights with respect to the issue of common shares and rights to acquire common shares

This item will be voted on.

In accordance with Article 7.5 of the Articles of Association and in connection with agenda item 8a, it is proposed that the General Meeting appoints the Management Board, for an 18-month period, to be calculated from the date of the Annual General Meeting, as the body of ASM which, subject to the Supervisory Board's approval, is authorized to limit or exclude any pre-emptive rights of existing shareholders if common shares are issued or rights to acquire common shares are granted.

Pursuant to section 2:96a(7) of the Dutch Civil Code and in accordance with Article 7.6 of the Articles of Association, a resolution of the General Meeting to designate the Management Board as the competent body to limit or exclude any pre-emptive rights of existing shareholders, requires a majority vote of at least two thirds of the votes cast if less than 50% of the issued share capital of ASM is represented at the General Meeting.

Agenda item 9
Authorization of the Management Board to repurchase common shares in ASM

This item will be voted on.

In accordance with Article 8.1 of the Articles of Association, it is proposed that the General Meeting authorizes the Management Board, subject to the Supervisory Board's approval, for an 18-month period, to be calculated from the date of the Annual General Meeting to cause ASM to repurchase common shares in ASM up to a maximum of 10% of the total issued capital on the date of this Annual General Meeting at a price at least equal to the shares' nominal value and at most equal to 110% of the share's average closing price according to the listing on the Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

Agenda item 10

Proposal to withdraw common shares held by ASM

This item will be voted on.

In order to optimize ASM's capital structure, ASM would like to have the option to withdraw common shares held by ASM in its own share capital at some point.

It is proposed by the Management Board, with the approval of the Supervisory Board, to the General Meeting to resolve to withdraw all common shares in the share capital of ASM that will be acquired pursuant to the authorization referred to under agenda item 9, to the extent that such common shares shall not be used or kept to cover obligations under the long-term share incentive plan for employees and Management Board members. This withdrawal may be executed in one or more tranches. The number of common shares that will be withdrawn will be determined by the Management Board, taken into account the above. Pursuant to the relevant statutory provisions, withdrawal may not be effected until two months after the resolution to withdrawal has been adopted and publicly announced (this will apply to each tranche).

Agenda item 11

Amendment of the articles of association

This item will be voted on.

In accordance with Article 34 of the Articles of Association of ASM, the Management Board and the Supervisory Board propose to amend the Articles of Association (the "Proposed Amendment").

The Proposed Amendment relates to the inclusion of an indemnity for the members of the Management 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. Including the text of the indemnity in the Articles of Association is common and increases transparency for shareholders and other stakeholders of ASM,

notwithstanding ASM's right to lay down the indemnity in an agreement with the relevant member of the Management Board or Supervisory Board.

The Proposed Amendment has been made available for inspection at ASM's offices and at the offices of ABN AMRO Bank N.V., from the day of the notice convening this Annual General Meeting. The Proposed Amendment has also been posted on ASM's website (www.asm.com), which forms part of this agenda and explanatory notes.

By a vote in favor of the proposed amendment the General Meeting shall be deemed to have authorized each member of the Management Board of ASM as well as each civil-law notary (*notaris*) and prospective civil-law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign and execute the relevant deed of amendment of the Articles and to undertake all other activities as the authorized person deems necessary or useful.

Agenda item 12
Any other business

Agenda item 13
Closure
