

AGENDA

for ASM International N.V.'s (the "Company") Annual General Meeting, to be held on Monday May 15, 2023, at 2 p.m. CET in the St. Olof's Chapel, at the Barbizon Palace hotel, with entry via Prins Hendrikkade 59-72, 1012 AD, Amsterdam, the Netherlands.

1. Opening / Announcements
2. Report on the financial year 2022
3. Remuneration Report 2022 *
4. Adoption of the Annual Accounts 2022 *
5. Adoption of dividend proposal *
6. Discharge of the members of the Management Board *
7. Discharge of the members of the Supervisory Board *
8. Remuneration Policy Management Board *
9. Reappointment of the Company's auditor for the financial year 2023 and 2024 *
10. 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
 - 10.(a) Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares *
 - 10.(b) 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 *
11. Authorization of the Management Board to repurchase common shares in the Company *
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 15, 2023, at 2:00 p.m. CET in the St. Olof's Chapel, at the Barbizon Palace hotel, with entry via Prins Hendrikkade 59-72, 1012 AD, Amsterdam, the Netherlands.

Agenda Item 2 Report on the financial year 2022

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2022.

Agenda Item 3 Remuneration report 2022

This item will be voted on.

The remuneration report 2022 is included on pages 127-133 of the Annual Report 2022. The Annual Report 2022 is available at the Company'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 2022. Shareholders are asked to vote in favor of the remuneration report 2022.

Agenda Item 4 Adoption of the Annual Accounts 2022

This item will be voted on. It is proposed to adopt the Annual Accounts 2022.

The Annual Report 2022 (which includes the Directors Report 2022 and the Annual Accounts 2022, as well as the information to be added under section 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), is available for inspection by the shareholders at the Company'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 2022 is also available at the Company's website (www.asm.com).

The Annual Accounts 2022 have been audited by the Company's accountant, KPMG Accountants N.V. The Annual Report 2022 is in English.

Agenda Item 5 Adoption of dividend proposal

This item will be voted on.

The Company proposes to declare a regular dividend of €2.50 (two euros and fifty cents) per common share over 2022. The Company's policy regarding the regular dividend is to pay a sustainable dividend. The amount of the regular dividend 2022 per common share is identical to the regular dividend paid over 2021.

Once the dividend has been declared, the dividend will be made available on May 25, 2023 (payment date).

Agenda Item 6 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 the Company (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 2022 insofar as that management is reflected in the Annual Accounts 2022.

Agenda Item 7 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 2022 insofar as that management is reflected in the Annual Accounts 2022.

For this agenda item, the discharge shall also apply with respect to Mr M. van Pernis who resigned during the General Meeting on 16 May 2022.

Agenda Item 8 Remuneration Policy Management Board

This item will be voted on.

The Company has a remuneration policy for the members of the Management 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) of the Dutch Civil Code it is proposed by the Supervisory Board to adopt a new remuneration policy for the members of Management Board ("Remuneration Policy

Management Board”). This adoption of the Remuneration Policy Management Board includes the approval of the General Meeting in the meaning of section 2:135 (5) of the Dutch Civil Code.

The Remuneration Policy Management Board is proposed by the Supervisory Board after recommendation of the Nomination Selection and Remuneration Committee. Following the Company’s ongoing dialogue with stakeholders, the Supervisory Board made further adjustments to the Existing Remuneration Policy, acting on the feedback received in the course of recent interactions with various of the Company’s stakeholders and ensuring continued alignment with the market and best practices.

The main proposed changes compared to the Existing Remuneration Policy include the following:

- Adjustments to the Management Board remuneration peer group to reduce the portion of US companies and to re-align the Company with the current competitive landscape and the median of the group in terms of size.
- Updated incentive levels under the short-term incentive plan, differentiated between the CEO and other Management Board members aiming to align with the market median.
- The introduction of a pre-defined list of performance criteria for the short-term incentive plan, balancing flexibility for the Supervisory Board and transparency for stakeholders.
- The introduction of a relative total shareholder return modifier to the long-term incentive plan, to increase alignment between the interests of the shareholders and the members of the Management Board.
- Updated incentive levels under the Long-Term Incentive Plan, following a differentiated approach to grant levels linked to the geographical location of incumbents (reflecting market differences between Europe (and rest of the world), and the United States).

If adopted by the Annual General Meeting, the Remuneration Policy Management Board will take effect retroactively from 1 January 2023 and will replace the Existing Remuneration Policy. It is intended that the Remuneration Policy Management Board will be applicable for four years onwards. Material changes to the Remuneration Policy Management Board during this four-year period will be presented to the General Meeting for adoption.

The proposed Remuneration Policy Management Board can be found on the Company’s website www.asm.com, which proposed Remuneration Policy Management Board forms part of this agenda and explanatory notes.

A clarification of the key differences between the Existing Remuneration Policy, and the Remuneration Policy Management Board as proposed, has also been posted on the Company’s website together with the documents for this Annual General Meeting (www.asm.com).

Agenda Item 9
Reappointment of the Company's auditor for the financial year 2023 and 2024

This item will be voted on.

The external auditor is appointed by the General Meeting. On the advice of the Management Board and on the advice and recommendation of the Audit Committee, also based on the assessment of the functioning of the external auditor in relation to the Annual Accounts for the financial year 2022, the Supervisory Board proposes to reappoint the current accountant, KPMG Accountants N.V., as the Company's external independent auditor for the financial year 2023 and the financial year 2024. A representative of KPMG Accountants N.V. will be present at the Annual General Meeting.

Agenda Item 10 (a) and (b)
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

These items will be voted on.

Agenda Item 10 (a) Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares

10 (a) 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 the Company 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 the Company in the form of common shares on the date of this Annual General Meeting.

Agenda Item 10 (b) 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

10 (b) In accordance with Article 7.5 of the Articles of Association and in connection with agenda item 10 (a), 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 the Company 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 the Company is represented at the General Meeting.

Agenda Item 11

Authorization of the Management Board to repurchase common shares in the Company

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 the Company to repurchase common shares in the Company 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 12

Any other business

Agenda Item 13

Closure
