

# Charter

## Nomination, Selection and Remuneration Committee

Approved by the Supervisory Board of ASM International N.V. (“ASM” or the “Company”) on July 25, 2023.

### Article 1. Tasks and powers

- 1.1 The Nomination, Selection and Remuneration Committee (the “NSR Committee”) advises the Supervisory board on matters relating to:
- a) Selection and nomination for any (re)appointment of the individual members of the Management Board and Supervisory Board;
  - b) The Remuneration policy of the Management Board and the Remuneration policy of the Supervisory Board;
  - c) The level of remuneration of the individual members of the Management Board;
  - d) The profile of the Management Board and Supervisory Board, which should both have – in addition to their skills and competencies required in the course of their business mission – in-depth knowledge and experience with sustainability and digitization and be diverse in their composition;
  - e) The on-boarding of new Supervisory Board members.
- 1.2 The NSR Committee shall be responsible for advising the Supervisory Board in relation to any of the following responsibilities and proposed resolutions:
- a) preparing the selection criteria and appointment procedures for members of the Supervisory Board and the Management Board;
  - b) periodically evaluating the size and composition of the Management Board and Supervisory Board, and proposing any amendments to the Supervisory Board Profile;
  - c) Diversity matters:
    - (i) The Supervisory Board’s adoption or amendment of the diversity and inclusion (“D&I”) policy for the composition of the Management Board and the Supervisory Board;
    - (ii) The Supervisory Board’s approval of the adoption by the Management Board of the D&I policy for ASM’s Executive Committee, category of employees in managerial positions determined by the Management Board (“Sub board”) and the rest of the workforce; and
    - (iii) The Supervisory Board’s approval of the targets to be included in the D&I policies referred to above to achieve a good balance in gender diversity and other D&I aspects relevant to ASM with regard to the composition of the Management Board, the Supervisory Board, the Executive Committee and Sub board and overseeing that such targets are specific, appropriate and ambitious;
  - d) preparation and setting up procedures to secure adequate succession of the Management Board members and Supervisory Board members;
  - e) periodically evaluating the functioning of individual members of the Management Board and Supervisory Board;

- f) proposing the (re-)appointments of members of the Management Board and Supervisory Board, taking into account:
    - (i) views of stakeholders (including shareholders);
    - (ii) diversity;
    - (iii) independence; and
    - (iv) competencies relevant to the strategy of the Company;
  - g) supervising the policy of the Management Board in relation to the selection criteria and appointment procedures for senior management;
  - h) preparing a proposal concerning (any changes of) the Remuneration policy of the Management Board and of the Remuneration policy of the Supervisory Board to be adopted by the General Meeting;
  - i) preparing a proposal concerning the individual remuneration of members of the Management Board, which proposal will in any event include:
    - (i) the amount of the fixed (base) salary component,
    - (ii) the variable component (annual performance based bonus),
    - (iii) long-term component (performance based long term incentive in the form of shares),
    - (iv) the performance criteria (including the incorporation of any environmental social and governance related targets linked to significant sustainability-related risks and opportunities and ASM's impacts on the economy, environment, and people) and the application thereof,
    - (v) remuneration structure,
    - (vi) pay ratio,
    - (vii) pension provisions,
    - (viii) scenario analyses that have been carried out,
    - (ix) severance pay and fringe benefits to be awarded; and
    - (x) monitoring the performance of the Company relative to the performance criteria set for the Management Board.
- 1.3 The NSR Committee reports on an annual basis (the “**Remuneration Report**”) to the Supervisory Board on the application of the Remuneration policy of the Management Board in the previous year.
- 1.4 The NSR Committee is authorized by the Supervisory Board, pursuant to article 23.8 of the Articles of Association, to exercise all powers of the Supervisory Board created in that article and may inspect all relevant corporate records, interview all officers and employees of the Company in so far as necessary to fulfil its tasks.
- 1.5 The NSR Committee shall prepare a report to the Supervisory Board on the NSR Committee’s deliberations and findings in accordance with paragraph 2.3.5 of the Dutch Corporate Governance Code. The NSR Committee shall provide the Supervisory Board with such additional reports as are appropriate.
- 1.6 The NSR Committee has the authority, pursuant to article 23.7 of the Articles of Association, to obtain advice and assistance from outside compensation consultants, legal counsel or other advisors at the expense of the Company and to incur such other ordinary administrative expenses as deemed appropriate to perform its duties and responsibilities. Any (outside) advisor will be held to absolute secrecy on the topics upon which they advise. The NSR Committee shall inform the Chair of the Supervisory Board and the Chief

Executive Officer (the “**CEO**”) of any engagement of outside advisors, except where such notice would be manifestly inappropriate. The NSR Committee shall review the independence and oversee the performance of any compensation consultant, legal counsel or other advisor engaged by the NSR Committee, and shall approve the fees and any other compensation to be paid to any such advisor. All such advisors shall report, and be accountable, to the NSR Committee.

**Article 2. Composition**

- 2.1 The NSR Committee shall consist of at least two members.
- 2.2 The following requirements must be observed in composing the NSR Committee:
  - a) all members of the NSR Committee shall be "independent" in accordance with the independence criteria as set out in the Supervisory Board Profile;
  - b) none of its members, with the exception of no more than one person, are (simultaneously) member of the management board of any other listed company.
- 2.3 The Chair of the Supervisory Board shall be one of the members of the NSR Committee, provided that the Chair satisfies the requirements of article 2.2 above.

**Article 3. Chair**

- 3.1 The Supervisory Board shall appoint one of the NSR Committee members as Chair. The Chair shall be primarily responsible for the proper functioning of the NSR Committee. He/she shall act as the spokesman of the NSR Committee and shall be the main contact for the Supervisory Board.
- 3.2 The Chair of the NSR Committee shall not be the Chair of the Supervisory Board or a former Management Board member of the Company or a management board member of another listed company.

**Article 4. Meetings**

- 4.1 The NSR Committee shall meet periodically throughout the year according to an annual schedule which at least includes a meeting before the publication of the annual results. The NSR Committee will agree on an annual schedule of meetings and the principal items to be discussed at the meetings. Other meetings may be called by the Chair of the NSR Committee or the Management Board, as appropriate. Members of the NSR Committee may participate in meetings of the NSR Committee by teleconference or similar means of telecommunication provided that all participating members can hear each other.
- 4.2 The CEO and the Corporate / Senior Vice President Global People will, unless decided otherwise by the NSR Committee, attend the meetings of the NSR Committee. The NSR Committee’s Chair may also invite other persons, whether external parties or persons within ASM.
- 4.3 The NSR Committee will appoint a Secretary to the meeting.
- 4.4 The agenda of the meetings will be made in consultation with the Chair of the NSR Committee. Minutes of the meetings of the NSR Committee will be made by the Secretary of the NSR Committee as directed by the Chair (or other presiding member).
- 4.5 The Secretary will circulate agendas and papers required to the members of the NSR Committee, as directed by the Chair of the NSR Committee.

- 4.6 The NSR Committee may also pass resolutions without convening a meeting, provided that this takes place in writing, by telefax, or by electronic mail and all NSR Committee members have declared to be in favor of the proposal concerned.

**Article 5. Disclosures**

- 5.1 The Remuneration Report shall be included in the Annual Report and shall contain the following information:
- a) an account of the manner in which the Remuneration policy of the Management Board and the Remuneration policy of the Supervisory Board has been implemented in the past financial year;
  - b) how the implementation of the Remuneration policy of the Management Board and the Remuneration policy of the Supervisory Board contributes to sustainable long-term value creation;
  - c) how scenario analyses have been taken into consideration;
  - d) the pay ratios and any changes in these ratios in comparison with at least five previous financial years;
  - e) in the event that a Management Board member receives variable remuneration, how this remuneration contributes to sustainable long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and
  - f) in the event that a current or former Management Board member receives a severance payment, the reason for this payment.

**Article 6. Status**

- 6.1 The NSR Committee shall review and reassess the adequacy of this Charter periodically and recommend to the Supervisory Board any necessary amendments as conditions dictate. This Charter can be amended at any time by resolution of the Supervisory Board.
- 6.2 This Charter will be made available on the Company’s website.