

Rules Supervisory Board

ASM International N.V.

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

Article 1. Composition of Supervisory Board

- 1.1 The Supervisory Board determines the number of members of the Supervisory Board, which number shall not be less than three.
- 1.2 In consultation with the Management Board, the Supervisory Board shall draw up a profile of itself (“the Supervisory Board Profile”), which shall enumerate the qualities to be represented in the Supervisory Board required for the proper performance of its supervisory duties. The Supervisory Board Profile is reviewed periodically and adjusted if necessary and is available at the offices of the Company and on the website.
- 1.3 The Supervisory Board shall endeavor to ensure that it is at all times composed such that:
 - a. its members operate independently and critically in relation to each other and to the Management Board and any particular interests involved;
 - b. its members are not to be obstructed in the independent performance of their supervisory duties by hierarchic subordination within a group, by cross bonds or by other relationships with the individuals under their supervision;
 - c. the Supervisory Board as a whole matches the Supervisory Board Profile and that the composition of the Supervisory Board is such that it is able to carry out its duties properly and each individual member should be capable of assessing the broad outline of the overall management;
 - d. there is sufficient in-depth knowledge and experience within the Supervisory Board as a whole of digitization and sustainability, including related strategy, risks and opportunities; and
 - e. any apparent conflict of interest shall be avoided.
- 1.4 The Supervisory Board shall meet the independence criteria set out in the Supervisory Board Profile.

Article 2. (Re)Appointment; Term of Office; Resignation

- 2.1 Any (re)appointment to the Supervisory Board shall be based on consistency with the Supervisory Board Profile and these Rules. On reappointment, account must be taken of the candidate’s performance in the past period. A Supervisory Board member shall be nominated for reappointment only after careful consideration. A Supervisory Board member who is available for reappointment to the Supervisory Board must be interviewed by the Chair of the Supervisory Board and the Chair of the Nomination, Selection and Remuneration Committee.
- 2.2 A Supervisory Board member shall resign before the end of his/her term of appointment in the event of inadequate performance, structural incompatibility of interests, or other circumstances in which it is deemed necessary by the Supervisory Board.
- 2.3 A Supervisory Board member shall in principle not be a member of more than five supervisory boards of other listed companies or large companies as both defined by the

- Dutch Civil Code, for which purpose the chairmanship of a Supervisory Board counts double.
- 2.4 The members of the Supervisory Board resign periodically in the General Meeting according to a pre-determined roster in accordance with Article 22.8 of the Articles of Association, which roster shall be published on the Company's website.
 - 2.5 Following directly upon the resignation of any Supervisory Board member, a new member may be appointed or the resigned member shall be reappointed, all in accordance with the provisions in the Articles of Association. The Supervisory Board may also propose not to nominate any person for vacancy, provided that article 1.1 continues to be complied with or propose to appoint one or more additional members.
 - 2.6 A person may be appointed to the Supervisory Board for a period of four years. A Supervisory Board member may subsequently be reappointed for another period of four years. Such appointment may be extended by a two-year period, which subsequently may be extended with another period of at most two years. For a reappointment after an eight-year period, reasons will be provided in the report of the Supervisory Board
 - 2.7 A Supervisory Board member who temporarily takes on the management of the Company shall resign from the Supervisory Board.

Article 3. Chair

- 3.1 The Supervisory Board appoints a Chair from its members. This shall not be a former member of the Management Board and should be independent within the meaning of the Supervisory Board Profile. The Supervisory Board may also elect a vice-chair.
- 3.2 The Chair is the primary point of contact for the other members of the Supervisory Board, for the Management Board and for the shareholders regarding the functioning of Management Board members and Supervisory Board members. The Chair maintains the contacts with the Management Board, consults regularly with the Chair of the Management Board and keeps the other members of the Supervisory Board informed regularly of such contacts.
- 3.3 The Chair shall endeavor to obtain optimal participation from the other members of the Supervisory Board and coordinates all Supervisory Board activities.
- 3.4 The Chair shall see to it that:
 - a. the Supervisory Board members follow their induction and education or training program;
 - b. the Supervisory Board members receive in good time all information which is necessary for the proper performance of their duties;
 - c. there is sufficient time for deliberation and decision-making by the Supervisory Board;
 - d. the Supervisory Board and its committees function properly;
 - e. the performance of individual Management Board members and Supervisory Board members is assessed at least once a year;
 - f. the Supervisory Board has proper contact with the Management Board and the General Meeting;
 - g. the Management Board performs activities in respect of culture;
 - h. the Supervisory Board recognizes signs from the enterprise affiliated with the Company and ensures that any actual or suspected material misconduct and irregularities are reported to the Supervisory Board without delay;

- i. the General Meeting proceeds in an orderly and efficient manner;
- j. effective communication with shareholders is assured; and
- k. the Supervisory Board is involved closely, and at an early stage, in any merger or acquisition processes.

Article 4. Corporate Secretary

- 4.1 The Supervisory Board shall be assisted by the Corporate Secretary, who shall be appointed by the Management Board after approval of the Supervisory Board.
- 4.2 The Corporate Secretary shall:
 - a. see to it that correct Supervisory Board procedures are followed and that the Supervisory Board acts in accordance with its statutory obligations and its obligations under the Articles of Association;
 - b. should facilitate the provision of information of the Management Board and the Supervisory Board; and
 - c. should support the Chairman of the Supervisory Board in the organization of the affairs of the Supervisory Board, including the provision of information, meeting agendas, evaluations and training programs.

Article 5. Duties and rights

- 5.1 The Supervisory Board shall supervise the policy of the Management Board and the general course of affairs of the Company and the business associated with it. It assists the Management Board with advice. The specific areas of supervision are:
 - a. the achievement of the Company objectives, including the sustainable long-term value creation, and culture aimed at sustainable long-term value creation;
 - b. corporate strategy for realizing sustainable long-term value creation and the risks inherent in the business activities, taking into account the impact the actions of ASM has on people and the environment and to that end weighing the stakeholder interests that are relevant in this context;
 - c. the structure, effectiveness and operation of the internal risk management and control systems;
 - d. the financial and sustainability reporting process and the integrity and quality of the financial and sustainability reporting;
 - e. compliance with legislation and regulations;
 - f. the relation between the Company and its shareholders;
 - g. the dynamics and relationship between the Management Board and the rest of the Executive Committee members, including the necessary checks and balances and the safeguarding of the Management Board’s expertise and responsibilities; and
 - h. environmental social and governance matters, including relevant aspects of corporate social responsibility.
- 5.2 In the performance of its duties, the Supervisory Board shall be guided by the interests of the Company and the business associated with it. Furthermore, it should ensure that decisions are made in a balanced and effective manner while taking account of the interests of stakeholders. The Supervisory Board accounts for the performance of its duties to the General Meeting.
- 5.3 The Supervisory Board shall be responsible for:

- a. the Company drawing up financial and sustainability reports, including the annual report, all in accordance with applicable laws and regulations; and
 - b. approving the annual accounts prepared by the Management Board. Final adoption of the annual accounts is the authority of the General Meeting.
- 5.4 The Supervisory Board determines the remuneration and other rewards of the Management Board in accordance with a remuneration policy for the Management Board focused on sustainable long-term value creation. The Management Board shall discuss the remuneration of the Executive Committee with the Supervisory Board annually.
- 5.5 The Supervisory Board may determine in consultation with the Management Board that members of the Management Board and Supervisory Board shall not execute transactions in certain other securities (“Other Securities”), if there are good reasons to believe that members of the Management Board and/or Supervisory Board can by virtue of their position in the Company make a better assessment of the state of affairs in the entity issuing the Other Securities than they would make on the basis of public information (e.g. in respect of certain competitors of the Company).
- 5.6 The Supervisory Board shall regularly discuss the operational and financial objectives, strategy (and its implementation) for sustainable long-term value creation, the risks (including sustainability-related risks) and opportunities associated with the business and the outcome of the Management Board’s assessment of the internal control systems.
- 5.7 The Supervisory Board is authorized to engage independent advisors to aid it and its committees and to ask the support of one or more officers in the performance of its duties, each at the Company’s expense. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 5.8 The Supervisory Board shall give or withhold its approval on the proposed nomination by the Audit Committee for the appointment of an external auditor and shall submit the nomination for the (re)appointment of the external auditor to the General Meeting stating the main conclusions regarding the external auditor’s nomination and the outcomes of the selection process. The Supervisory Board shall resolve on the engagement to audit the annual accounts. The Supervisory Board supervises the external auditor’s functioning, which it in principle delegates to the Audit Committee, save for the items requiring Supervisory Board approval set out in the Rules. Notwithstanding the foregoing, the external auditor shall have direct access to the Supervisory Board at all times when he/she believes this is required and shall in any event attend the meeting of the Supervisory Board at which the report of the external auditor on the audit of the annual accounts is discussed.
- 5.9 The Supervisory Board shall have unrestricted access to the Company books, records and premises.
- 5.10 The Supervisory Board shall discuss at least once a year the performance of its individual members as well as its own performance, its composition, the composition of the Management Board and the relationship with the Management Board and the Executive Committee. Individual members will be asked to explain any frequent non-attendance.
- 5.11 The Supervisory Board shall adopt a diversity and inclusion (D&I) policy for the composition of the Management Board and the Supervisory Board. The Supervisory Board’s prior approval is required for the D&I policy which the Management Board shall

- adopt for the Executive Committee, and a category of employees in managerial positions (“Sub board”) to be determined by the Management Board and for the rest of the workforce. The D&I policy should in any case set specific, appropriate and ambitious targets in order to achieve a good balance in gender diversity and the other D&I aspects of relevance to the Company with regard to the composition of the Management Board, the Supervisory Board, the Executive Committee (if any) and the Sub board.
- 5.12 The Supervisory Board shall ensure that the Company has a sound plan in place for the succession of Management Board and Supervisory Board members that is aimed at retaining the balance in the requisite expertise, experience and diversity. Due regard shall be given to the Supervisory Board Profile for succession within the Supervisory Board and for appointing new members.
- 5.13 The Supervisory Board shall oversee the internal audit function, which it in principle delegates to the Audit Committee, save that the Supervisory Board’s approval shall be required for the internal audit plan and appointment or dismissal of the Internal Auditor, and – should ASM cease to have an internal audit function – the Supervisory Board shall annually assess whether it is necessary to establish an internal audit function.
- 5.14 The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the members require training or education.
- 5.15 The Supervisory Board shall monitor the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or irregularities, and, if an instance of misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions. In cases where the Management Board itself is involved, the Supervisory Board should have the option of initiating its own investigation into any signs of misconduct or irregularities and to coordinate this investigation.
- 5.16 The Supervisory Board monitors the effectiveness of the applications of information and communication technology, including cyber security.
- 5.17 The Supervisory Board shall supervise the Company’s ESG strategy, whilst it has delegated the supervision of the Company’s sustainability reporting to the Audit Committee without prejudice to its collective responsibility.

Article 6. Report of the Supervisory Board

- 6.1 The Supervisory Board shall describe in the Report of the Supervisory Board its activities in the financial year. The Report of the Supervisory Board shall include the following information:
- a. a discussion of developments in the field of corporate governance, and consideration of any changes required with respect to the governance of the Company;
 - b. the absenteeism rate from Supervisory Board and committee meetings of each Supervisory Board member;
 - c. a statement on the independence of the Supervisory Board members;
 - d. a report on the individual committees, including stating the number of meetings held and the main items discussed;
 - e. The following information about each Supervisory Board member:
 - (i) sex, or if desired by the relevant member, gender identity;
 - (ii) age;

- (iii) principal position (if appropriate);
 - (iv) nationality;
 - (v) other positions, in so far as they are relevant to the performance of the duties of the Supervisory Board member;
 - (vi) date of initial appointment; and
 - (vii) current term of office;
- f. an account of the involvement of the Supervisory Board in the establishment of the strategy, and the way in which it monitors its implementation;
 - g. how the evaluation of the Supervisory Board, the various committees and the individual Supervisory Board members has been carried out and what has been or will be done with the conclusions from the evaluations; and
 - h. how the evaluation of the Management Board and the individual Management Board members has been carried out and what has been or will be done with the conclusions from the evaluations.

Article 7. Meetings

- 7.1 The Supervisory Board meets as often as is deemed necessary, but at least four times a year. The meetings of the Supervisory Board are convened in writing stating the agenda. If one of the members of the Supervisory Board or the Management Board so desires, the Chair shall be required to convene the Supervisory Board.
- 7.2 Meetings are chaired by the Chair of the Supervisory Board. The Supervisory Board shall strive for unanimous decisions. Resolutions at the meeting are passed by an absolute majority of votes. Members of the Supervisory Board may participate in meetings of the Supervisory Board by teleconference or similar means of telecommunication provided that all participating members can hear each other.
- 7.3 The Supervisory Board may also pass resolutions without convening a meeting, provided that this takes place in writing, by telefax, or by electronic mail and all Supervisory Board members have declared to be in favor of the proposal concerned.
- 7.4 The agenda for the meeting is adopted by the Chair of the Supervisory Board in consultation with the Management Board. When drawing up the agenda, subjects which the other members of the Supervisory Board have indicated they wish to see raised, will be taken into account.
- 7.5 The minutes of the meetings are taken by the Corporate Secretary or another person designated by the Chair of the Supervisory Board as secretary. The minutes will be submitted to the members of the Supervisory Board prior to the next meeting and adopted by the Supervisory Board in that meeting.
- 7.6 The Supervisory Board shall discuss at least once a year without the Management Board being present:
 - a. its own functioning and that of its individual members, the functioning of its committees, and the conclusions that must be drawn on the basis thereof;
 - b. the desired profile, composition, competencies and expertise of the Supervisory Board;

- c. the functioning of the Management Board and that of its individual members, and the conclusions that must be drawn on the basis thereof, such also in the light of the succession of Management Board members.
- 7.7 Members of the Supervisory Board who are frequently absent shall be called to account for this by the Chair.

Article 8. Committees

- 8.1 The Supervisory Board may appoint standing and/or ad hoc Committees from among its members, which shall have the responsibilities specified by the Supervisory Board.
- 8.2 The Supervisory Board shall remain collectively responsible for decisions prepared by its Committees organ and the individual members of the Supervisory Board shall remain responsible for obtaining information and forming an independent opinion.
- 8.3 The Supervisory Board shall establish a Charter for each Committee, which may be amended by the Supervisory Board at any time.
- 8.4 The Supervisory Board has established the following standing Committees:
 - a. Audit Committee;
 - b. Nomination, Selection and Remuneration Committee.

Article 9. Special Resolutions

- 9.1 Certain proposed resolutions of the Management Board, those set forth in Article 17.4 of the Articles of Association, must be approved by the Supervisory Board in advance.
- 9.2 The annual accounts shall be signed by the Supervisory Board in evidence of adoption, in accordance with Article 30.2 of the Articles of Association.

Article 10. Contacts with the Investors and Shareholders (including General Meeting)

- 10.1 Contacts with investors shall be maintained by the Management Board regarding bilateral communications with shareholders. The Management Board shall regularly and always when so requested inform the Supervisory Board of such contacts and, if necessary, consult the Supervisory Board.
- 10.2 The Supervisory Board members shall be present at General Meetings. A person nominated for appointment to the Supervisory Board should attend the General Meeting at which votes will be cast on his/her nomination.
- 10.3 The General Meeting shall be presided over by the Chair.
- 10.4 The Supervisory Board shall ensure that the minutes of the General Meeting are made available to shareholders of the Company no later than three months after the meeting, after which the shareholders shall have the opportunity to react to the minutes in the following three months.
- 10.5 The Supervisory Board together with the Management Board shall ensure that each substantial change in the corporate governance structure of the Company is submitted to the General Meeting for discussion under a separate agenda item.
- 10.6 The Supervisory Board shall prepare a shareholders' circular in each case in which a shareholder resolution for the approval of certain decisions and/or for the delegation of shareholder authority is sought. Such shareholders circular shall be posted on the website.

- 10.7 The Chair of the Supervisory Board shall ensure that there is an opportunity to question the external auditor at the General Meeting in relation to his report on the fairness of the financial statements. The external auditor should attend and be entitled to address the meeting for this purpose.

Article 11. Contacts with the Management Board and the Executive Committee

- 11.1 As a rule, the meetings of the Supervisory Board are attended by the Management Board, unless one or more members is excused by the Chair of the Supervisory Board.
- 11.2 The Management Board and the Executive Committee, or any of them, shall timely provide to the Supervisory Board all information that the Supervisory Board reasonably requires for the fulfilment of its obligations and the exercise of its powers. Additional information will be provided upon request of the Supervisory Board. They shall regularly report to the Supervisory Board on the course of business of ASM.
- 11.2 The Executive Committee shall regularly attend meetings of the Supervisory Board or be present for the part where the subject matter that they are responsible for is being discussed.
- 11.3 The Supervisory Board is responsible for stimulating openness and accountability within the Supervisory Board, and between the different bodies within the Company.

Article 12. Remuneration

- 12.1 The remuneration of the members of the Supervisory Board is determined by the General Meeting and consists of a fixed amount, which is not linked to the results of the Company.
- 12.2 The Company shall not grant, maintain, arrange for or renew to Supervisory Board members any personal loans or guarantees.
- 12.3 The Company shall not issue any shares, share options or other securities to members of the Supervisory Board.

Article 13. Securities

- 13.1 The securities held by Supervisory Board members in the Company are for long-term investment only. Share transactions in the Company must be reported to the Compliance Officer, in accordance with the Insider Trading Policy.

Article 14. Conflict of Interests; other positions

- 14.1 A Supervisory Board member or a Management Board member facing a (potential) conflict of interest shall inform the Chair of the Supervisory Board immediately. If the Chair of the Supervisory Board has a potential conflict of interest, he/she must report this to the vice-chair of the Supervisory Board if appointed, and otherwise to the rest of the Supervisory Board, without delay. The Supervisory Board is responsible for the decision-making on dealing with conflicts of interest regarding Management Board members, Supervisory Board members and majority shareholders in relation to the Company. The Supervisory Board member or Management Board member concerned shall not take part in the assessment by the Supervisory Board of whether a conflict of interests exists. The interests of a Supervisory Board member's or Management Board member's immediate family shall be attributed to the member for purposes of this Article 14.

- 14.2 Decisions to enter into transactions under which members of the Supervisory Board or Management Board would have conflicts of interest that are of material significance to the Company and/or to the relevant members of the Supervisory Board or Management Board require the approval of the Supervisory Board. Transactions in which there are material conflicts of interest with members of the Supervisory Board or Management Board shall be published in the annual report of the Company, together with a statement of the conflict of interest and a declaration that the provisions of this Article 14 have been complied with. All transactions in which there are conflicts of interest with members of the Supervisory Board or Management Board shall be agreed on terms that are customary in the market.
- 14.3 Supervisory Board members are alert to conflicts of interest and should in any case refrain from the following:
- a. competing with the Company;
 - b. demanding or accepting substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
 - c. providing unjustified advantages to third parties at the Company's expense;
 - d. taking advantage of business opportunities to which the Company is entitled for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.
- 14.4 A conflict of interest may exist if the Company intends to enter into a transaction with a legal entity
- a. in which a Supervisory Board or Management Board member personally has a material financial interest; or
 - b. which has a management board member who has a relationship under family law with a member of the Supervisory Board or Management Board.
- 14.5 A Supervisory Board member shall not take part in a discussion and/or decision making on a subject or transaction in relation to which he has a conflict of interest with the Company.
- 14.6 All transactions between the Company and a person who holds (independently or in concert with others) at least ten percent of the shares in the Company shall be agreed on terms that are customary in the market. Decisions to enter into transactions with such persons that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board. Such transactions should be published in the management report, together with a declaration that this Article 14 has been complied with.
- 14.7 Management Board members and Supervisory Board members should report any other positions they may hold to the Supervisory Board in advance and, at least annually, the other positions should be discussed at the Supervisory Board meeting. The acceptance of membership of a supervisory board or management board by a Management Board member or a Supervisory Board member requires the approval of the Supervisory Board, save where this concerns the appointment to a corporate body of a company in which the Company directly or indirectly holds an interest.

Article 15. Conflicts of interest external auditor

15.1 The Supervisory Board shall ensure that the external auditor of the Company immediately reports any (potential) conflict of interest that is of material significance to the Company. The Supervisory Board shall decide whether there is a conflict of interest. In the event the Supervisory Board concludes there is a conflict of interest, the Supervisory Board shall determine which actions need to be taken. When actions are taken, these actions shall be published in the annual report.

Article 16. Confidentiality

16.1 The members of the Supervisory Board shall treat all information and documents disclosed to them in the context of their duties with due confidentiality.

Article 17. Status

- 17.1 In addition to the provisions of the law and the Articles of Association, these Supervisory Board Rules regulate the internal affairs of the Supervisory Board.
- 17.2 In the event of a conflict between the provisions of the Supervisory Board Rules and those of the Articles of Association, the latter shall prevail.
- 17.3 These Supervisory Board Rules have been made by the Supervisory Board and can be amended at any time by the Supervisory Board.
- 17.4 These Supervisory Board Rules shall be made available on the website.