

PROFILE

SUPERVISORY BOARD

GENERAL

ASM International N.V. dedicates its resources to the research, development, manufacturing, marketing and servicing of equipment and materials which are used in production of semiconductors. The Company provides solutions for the most important steps in semiconductor manufacturing, namely wafer processing, assembly and packaging of semiconductor devices. To that end it has facilities worldwide in locations where advanced semiconductor production takes place, in particular in Europe, the United States, Japan and Southeast Asia.

In order to meet the demand of the semiconductor industry for manufacturing solutions, we focus on the development of new innovative product of superior quality, ease of use and maintenance, reliability, safety and system integration.

PROFILE OF THE SUPERVISORY BOARD

In view of the nature and scope of the Company, the Supervisory Board of ASM International N.V. should be vested with the following qualities:

Article 1. Composition in general

- 1.1 Each Supervisory Board member shall be capable of assessing the broad outline of the overall policy. Each Supervisory Board member shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him or her within the framework of the Supervisory Board profile. Each Supervisory Board member shall have sufficient time available for the proper performance of his or her duties. The composition of the Supervisory Board shall be such that it is able to carry out its duties properly.
- 1.2 The Supervisory Board shall consist of persons with executive experience preferably gained in the private sector and experience in corporate governance of stock exchange-listed companies.
- 1.3 The Supervisory Board recognizes the interest of diversity amongst its members in respect of amongst others age, nationality and gender. However the Supervisory Board is also aware that the pool of suitable candidates in terms of specific knowledge, skill set and industry experience is limited.

Article 2. Expertise and Independence

- 2.1 Within the Supervisory Board there shall be specific knowledge of and experience in:
 - a) General business and strategic policy;
 - b) Micro-electronics markets, semiconductor technology and products;
 - c) Corporate finance, financial reporting and accountability;
 - d) International developments and government policy;
 - e) Human resource policy;
 - f) Legal affairs.
- 2.2 In order to ensure that the above qualities are adequately represented in the Supervisory Board, it shall be comprised of at least three individuals, who should each have at least two of the above qualifications. Attention should also be paid to the broadest possible international experience in light of the wide geographic spread of the activities of the Company and the global nature of the industry in general.

- 2.3 At least one member of the Supervisory Board shall be a financial expert, in the sense that he has relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities. At least three members will meet the requirements in Article 3 of the Audit Committee Charter.
- 2.4 All of the Supervisory Board members, with the exception of not more than one person, shall be independent as determined by the Supervisory Board and in accordance with the standards set forth in the Dutch Corporate Governance Code and applicable laws. A Supervisory Board member shall not be deemed to be independent if any of the following criteria of dependence apply. The said criteria are that the Supervisory Board member concerned or his spouse, registered partner or other life companion, foster child, relative by blood or marriage up to the second degree or any person residing in such member's home:
- a) has been an employee or member of the Management Board of the Company, including associated companies (group companies and companies holding more than 25% of the Company's outstanding share capital) in the five years prior to the appointment;
 - b) receives direct or indirect personal financial compensation from the Company, or a company associated with it, other than the compensation received for the work performed as a Supervisory Board member and in so far as this is not in keeping with the normal course of business;
 - c) has had an important business relationship with the Company or an affiliated company in the year prior to the appointment (which includes in any event the case where the supervisory board member, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the company (consultant, external auditor, civil notary or lawyer) and the case where the supervisory board member is a management board member or an employee of a bank with which the company has a lasting and significant relationship);
 - d) is a member of the management board of a company in which a Management Board member is a Supervisory Board member;
 - e) holds at least ten percent of the shares in the Company (including the shares held by natural persons or legal entities which cooperate with him under an express or tacit, oral or written agreement);
 - f) is a member of the management board or supervisory board – or is a representative in some other way – of a legal entity which holds at least ten percent of the shares in the Company, unless such entity is a member of the same group as the Company;
 - g) has temporarily managed the Company during the previous twelve months where Management Board members have been absent or unable to discharge their duties;
 - h) is a current partner of the Company's External Auditor, or was a partner or employee of the Company's External Auditor who worked on the Company's audit at any time during any of the past three years.

Article 3. Status

- 3.1 This Profile has been made by the Supervisory Board and can be amended at any time by the Supervisory Board.
- 3.2 The Supervisory Board will review this Profile on a yearly basis.
- 3.3 This Supervisory Board Profile will be made available on the website.

Approved by the Supervisory Board on July 5, 2018