

## AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Tuesday, 22 May 2007, at 2 p.m. in the Nassau Paviljoen of Hilton Hotel Royal Parc, Van Weerden Poelmanweg 4-6, Soestduinen

1. Opening / Announcements.
2. The Management Board's report on the financial year 2006.
3. Adoption of the Annual Accounts 2006.
4. Dividend policy.
5. Discharge of liability for the Management Board for the policy pursued by them.
6. Discharge of liability for the Supervisory Board for their supervision.
7. Appointment of the Company's auditors for the financial year 2007.
8. Authorisation of the Management Board to repurchase the Company's own shares.
9. Designation of the Management Board as the competent body (a) to issue common shares and grant rights to acquire common shares to the extent this is required in connection with the Company's existing Stock Option Plan and (b) to deviate from the pre-emptive right for the common shares referred to under a.
10. Any other business.
11. Closure.

## **EXPLANATORY NOTES TO THE AGENDA**

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Tuesday, 22 May 2007, at 2 p.m. in the Nassau Paviljoen of Hilton Hotel Royal Parc, Van Weerden Poelmanweg 4-6, Soestduinen

### **Agenda Item 2 The Management Board's report on the financial year 2006**

This item will be discussed.

### **Agenda Item 3 Adoption of the Annual Accounts 2006**

This item will be voted on.

The Statutory Annual Report 2006 (which includes the Annual Report 2006 and the Annual Accounts 2006, as well as the information to be added under Article 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), will be available for inspection by the shareholders from 23 April 2007 at the Company's offices at Jan van Eycklaan 10 in Bilthoven and at ABN AMRO Bank N.V., Foppingadreef 22, in Amsterdam, the Netherlands. The Statutory Annual Report 2006 may also be obtained by any shareholder at no charge through the ABN AMRO Service Desk (telephone: (+31) (0)76-5799455), the Company and at the meeting itself.

The Annual Accounts 2006 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2006 is in English.

### **Agenda Item 4 Dividend Policy**

This item will be discussed.

### **Agenda Items 5 and 6 Discharges of liability for the Management and Supervisory Boards**

These two items will be voted on.

In accordance with Article 30.4 of the Articles of Association, the General Meeting of Shareholders will be asked to grant the Management Board members a discharge of liability for the policy pursued by them in the financial year 2006 and to grant the Supervisory Board members a discharge of liability for their supervision of that policy.

### **Agenda Item 7 Appointment of the Company's auditors for the financial year 2007**

This item will be voted on.

The external auditor is appointed by the General Meeting of Shareholders each time for one year. On the advice of the Audit Committee and Management Board, the Supervisory Board will propose that the current accountant, Deloitte Accountants B.V., be appointed as the Company's external auditor for the financial year 2007. Deloitte Accountants B.V. has been the Company's auditor since 1969. A

representative will be present at the General Meeting of Shareholders on Deloitte Accountants B.V.'s behalf.

### **Agenda Item 8**

#### **Authorisation of the Management Board to repurchase the Company's own shares**

This item will be voted on.

Pursuant to Article 8.1 of the Articles of Association, the General Meeting of Shareholders will be asked to grant authorisation to the Management Board, subject to the Supervisory Board's approval, for an 18-month period, to be calculated from the date of the General Meeting to cause the Company to repurchase its own shares up to the statutory maximum, at a price at least equal to the shares' nominal value and at most a price 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 acquisition date.

### **Agenda Item 9**

#### **Designation of the Management Board as the competent body (a) to issue common shares and to grant rights to acquire shares to the extent this is required in connection with the Company's existing Stock Option Plan and (b) to deviate from the pre-emptive right for the common shares referred to under a**

This item will be voted on.

- a. Pursuant to Articles 5.1 and 5.6 of the Articles of Association, the General Meeting of Shareholders will be asked to designate the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which, subject to the Supervisory Board's approval, is authorised to issue common shares - including granting the right to subscribe for shares - at such a price and, further, under such conditions as determined for each issue by the Management Board, subject to the Supervisory Board's approval as may be required in connection with the Company's existing Stock Option Plan.
- b. Pursuant to Article 7.5 of the Articles of Association, the General Meeting of Shareholders will be asked to designate the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body which, subject to the Supervisory Board's approval, is authorised to limit or exclude the shareholders' pre-emptive right when common shares are issued in connection with the Company's existing Stock Option Plan.