

ASM INTERNATIONAL N.V.

NOTICE OF 2007 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MAY 22, 2007

TO OUR SHAREHOLDERS:

You are cordially invited to attend the 2007 Annual General Meeting of Shareholders of ASM International N.V., a Netherlands public limited liability company, on Tuesday, May 22, 2007, at 2:00 p.m. CET, at the Hotel Hilton Royal Parc, Nassau Paviljoen, Van Weerden Poelmanweg 4-6, Soestduinen, the Netherlands, for the following purposes:

1. Opening remarks and announcements.
2. Management Board's report on fiscal year 2006.
3. To adopt our financial statements, including the balance sheet, the statement of operations and the notes thereto, for the fiscal year ended December 31, 2006.
4. To discuss our dividend policy.
5. To grant discharge to the Management Board for its management.
6. To grant discharge to the Supervisory Board for its supervision.
7. To appoint an independent certified accountant of the Company for the fiscal year ending December 31, 2007.
8. To authorize the Management Board for a period of 18 months commencing on the date of this Annual General Meeting to repurchase our capital shares.
9. To authorize the Management Board for a period of 18 months commencing on the date of this Annual General Meeting to:
 - a. 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. deviate from preemptive rights of common shareholders at the issuance of common shares in connection with the existing Stock Option Plan.
10. To transact such other business as may properly come before the Annual General Meeting.
11. Closure

These items are more fully described in the following pages, which are made part of this notice.

All shareholders of record on May 15, 2007 are entitled to vote at the Annual General Meeting, provided that the notice set forth below has been given to us. As of March 31, 2007, we had 53,920,974 common shares, par value € 0.04 per share, and no preferred shares or financing preferred shares outstanding. Each common share, except for shares owned by us, entitles the holder to one vote on all matters. Shares held by us may not be voted.

A copy of our 2006 Annual Report, which includes audited consolidated financial statements, is enclosed. Except as otherwise specifically incorporated by reference in this Proxy Statement, the Annual Report is not part of our proxy soliciting material.

All shareholders are cordially invited to attend the meeting in person or by proxy. If you plan to attend the meeting and to vote in person, we must receive a written notice from you of your intention to attend and vote in person, delivered to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EDT, on May 15, 2007. Additionally, if your shares are owned by more than one person in a joint ownership, the joint owners must designate in writing one person to vote the shares.

There will be no blocking of shares with regard to the matters to be voted on at the meeting.

On behalf of the Management Board,

/s/ Arthur H. del Prado

Bilthoven, the Netherlands
April 17, 2007

Arthur H. del Prado
President and Chief Executive Officer

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL GENERAL MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN, DATE AND MAIL THE ENCLOSED PROXY, WHICH IS SOLICITED BY AND ON BEHALF OF THE MANAGEMENT BOARD, SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING. A POSTAGE-PAID ENVELOPE IS PROVIDED FOR MAILING IN THE UNITED STATES. THE GIVING OF SUCH PROXY WILL NOT AFFECT YOUR RIGHTS TO REVOKE SUCH PROXY OR TO VOTE IN PERSON SHOULD YOU LATER DECIDE TO ATTEND THIS MEETING.

ASM INTERNATIONAL N.V.

**Jan van Eycklaan 10
3723 BC Bilthoven
The Netherlands**

PROXY STATEMENT

**2007 ANNUAL GENERAL MEETING OF SHAREHOLDERS
May 22, 2007**

Your vote is very important. For this reason, the Management Board is requesting that you allow your common stock to be represented at the Annual General Meeting by the persons named as proxies on the enclosed proxy card. This proxy statement is being sent to you in connection with this request and has been prepared by the Management Board. The terms “we,” “our,” “us,” the “Company” and “ASMI” refer to ASM International N.V. This proxy statement is first being sent to our shareholders on or about April 17, 2007.

GENERAL INFORMATION

Who can vote?

You are entitled to vote your common stock held in registered form if our records show that you hold your shares as of the close of business on May 15, 2007 (the “Record Date”). On March 31, 2007, 53,920,974 shares of common stock were outstanding and entitled to vote. Each share of common stock has one vote. The enclosed proxy card shows the number of shares that you are entitled to vote as of April 5, 2007, which is the date used for determining the holders of our New York Registry shares for the purpose of mailing proxy materials, assuming you hold those shares as of the Record Date. If you become a record holder between April 5, 2007 and the Record Date, you can vote at the meeting by contacting Citibank, N.A. at 1-877-248-4237 prior to 9:00 a.m. EDT, on May 15, 2007.

Will the shares be blocked for the meeting?

No. There will be no blocking of shares with regard to the matters to be voted on at the meeting.

How do I vote?

If your common stock is held by a broker, bank or other nominee (i.e., in street name), you will receive instructions from it that you must follow in order to have your shares voted. If you hold your shares in your own name as a holder of record, you may vote your shares in person or by proxy. To vote by mail you may instruct the persons named as proxies how to vote your common stock by signing, dating and mailing the proxy card in the envelope provided. Of course, you can always come to the meeting and vote your shares in person, provided that we receive a written notice from you of your intention to attend and vote in person, delivered to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EDT, on May 15, 2007.

How may I revoke my proxy instructions?

You may revoke your proxy instructions by any of the following procedures:

1. Send us another signed proxy with a later date;

2. Send a letter to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000, revoking your proxy before your common stock has been voted by the persons named as proxies at the meeting; or
3. Attend the Annual General Meeting, after providing the notice described above, and vote your shares in person.

How will the proxies be voted?

Proxies in the accompanying form are solicited on behalf, and at the direction, of the Management Board. All shares represented by properly executed proxies, unless such proxies have previously been revoked, will be voted in accordance with the directions on the proxies. To the extent no directions are indicated, the shares will be voted in favor of the proposals in Agenda Items 3, 5, 6, 7, 8, 9(a), and 9(b).

To the extent that voting occurs on a matter presented at the meeting that was unknown to the Company at the time that this notice and proxy statement was mailed, the Management Board will vote the shares as it determines is in the best interests of the Company.

A “broker non-vote” occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Because only affirmative and negative votes are counted for purposes of determining whether a proposal is adopted (see “What vote is required?” below), a broker non-vote will have no effect on how the votes are counted.

May I attend the annual meeting?

If you are a holder of record as of the Record Date, you may attend the annual meeting. If you plan to attend the annual meeting, you must provide written notice of such intention to us at Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EDT, on May 15, 2007. If you are a beneficial owner of common stock held by a broker or bank, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a broker or bank showing your current ownership and ownership of our shares on the Record Date are examples of proof of ownership. If you want to vote in person your common stock held in street name, you will have to get a proxy in your name from the registered holder.

The meeting will be conducted primarily in Dutch, but some portions will be conducted in English. Real time translation will be available at the meeting for both Dutch and English speakers.

What vote is required?

An Agenda Item proposal requiring shareholder action will be adopted if the number of affirmative votes exceeds the number of negative votes cast by holders of the outstanding shares present or represented at the meeting and entitled to vote. Abstentions and broker non-votes are not considered cast for this purpose and accordingly have no effect.

Who pays the cost of this proxy

We will pay the cost of this proxy solicitation. We will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy material to their principals and obtaining their proxies. We will solicit

solicitation?

proxies by mail, except for any incidental personal solicitation made by our directors, officers and employees, for which they will not be paid.

*Who should I call if I
have questions?*

If you have questions about the annual meeting or voting, please contact Lies Rijnveld, Assistant to the CFO, by telephone at +31 30 229 85 06, or by email at lies.rijnveld@asm.com.

**AGENDA ITEM NO. 1
OPENING/ANNOUNCEMENTS**

The meeting will be convened and called to order with general announcements regarding the format and conduct of the meeting.

No shareholder action is required for this Agenda Item No. 1.

**AGENDA ITEM NO. 2
MANAGEMENT BOARD'S REPORT ON FINANCIAL YEAR 2006**

The Management Board will report on the business and results of operations for the year ended December 31, 2006.

No shareholder action is required for this Agenda Item No. 2.

**AGENDA ITEM NO. 3
ADOPTION OF THE FINANCIAL STATEMENTS FOR
THE FISCAL YEAR ENDED DECEMBER 31, 2006**

Our 2006 Annual Report was mailed to holders of our New York Registry shares concurrently with the mailing of this Notice of 2007 Annual General Meeting of Shareholders and Proxy Statement. Among other matters, the Annual Report sets forth our balance sheet and statement of operations and notes thereto for the fiscal year ended December 31, 2006, all of which have been audited and certified by our independent public accountants, Deloitte Accountants B.V. We also prepare statutory financial statements required by the laws of the Netherlands. These statutory financial statements are identical to those contained in the Annual Report, except for certain differences in format and presentation and except for the items explained in Annex A attached hereto, which are required by applicable Dutch law. Copies of these statutory financial statements are available for inspection by the shareholders at our office at Jan van Eycklaan 10 in Bilthoven and at the ABN AMRO Bank N.V., Foppingadreef 22 in Amsterdam and are available to shareholders free of charge on request through the ABN AMRO Service Desk (telephone number (+31) (0)76 5799455), at the Annual General Meeting and on our website at www.asm.com.

The Supervisory Board and Management Board unanimously recommend that shareholders vote **FOR** the adoption of the financial statements including the balance sheet and the statement of operations and the notes thereto for the fiscal year ended December 31, 2006 in the form of the statutory financial statements referred to above.

Shareholder action is requested regarding the proposal in Agenda Item No. 3.

**AGENDA ITEM NO. 4
DIVIDEND POLICY**

We have not paid dividends in any prior year.

We believe that future dividends received from ASM Pacific Technology (“ASMPT”), our 53-percent owned subsidiary, are no longer required for investment in our front-end business. The front-end business is now considered financially independent based on the positive momentum in the front-end business and our confidence in its future performance.

In November 2006, we announced a flexible stance with respect to our utilization of dividends received from ASMPT. For dividends received in the years 2007 through at least 2009, we intend to use ASMPT dividends for one or more of the following:

- reduction in our outstanding convertible debt,
- repurchase of our shares,
- payment of cash dividends to our common shareholders,
- purchase of ASMPT shares to maintain our ownership at the November 2006 level.

At the Annual General Meeting, members of the Management Board and Supervisory Board will review and discuss the foregoing matters and current intentions going forward.

No shareholder action is required for this Agenda Item No. 4.

AGENDA ITEMS NO. 5 AND NO. 6
DISCHARGE OF THE MANAGEMENT BOARD FOR ITS MANAGEMENT AND
DISCHARGE OF THE SUPERVISORY BOARD FOR ITS SUPERVISION

It is Dutch corporate practice to discharge the members of the Management Board and the Supervisory Board from liability for their management and supervisory duties, respectively, at the annual general meeting of the shareholders.

The effect of such discharge is that neither the Company nor the shareholders can hold a discharged Management Board or Supervisory Board member liable for acts known or knowable to the Company or its shareholders. However, there are three important limitations:

(i) The scope of the discharge is confined to acts evidenced by or discernable from the annual report and/or financial statements, or other information provided to the shareholders at the general meeting. Consequently, the discharge does not extend to actions that are concealed or unapparent from the annual report and/or the financial statements;

(ii) Only the internal liability, that is, the liability of each of the Management Board and Supervisory Board members vis-à-vis the Company, is covered by the discharge. The discharge does not extend to claims brought by third parties, including a trustee in bankruptcy in a bankruptcy proceeding involving the Company;

(iii) In cases where “mismanagement” is found, the Enterprise Section of the Amsterdam Court of Appeal has the authority to annul a resolution to discharge the Management Board or Supervisory Board from liability, in which case, the members of the Management Board and Supervisory Board would then be subject to any internal liability.

Proposal Item No. 5:

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the granting of discharge to the Management Board for its management in fiscal year 2006.

Proposal Item No. 6:

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the granting of discharge to the Supervisory Board for its supervision of the management in fiscal year 2006.

Shareholder action is requested regarding the proposals in Agenda Items No. 5 and No. 6.

**AGENDA ITEM NO. 7
APPOINTMENT OF DELOITTE ACCOUNTANTS B.V.
AS INDEPENDENT PUBLIC ACCOUNTANTS**

The Supervisory Board, so advised by its Audit Committee, and the Management Board unanimously recommend that Deloitte Accountants B.V., independent certified public accountants, be appointed by the shareholders to audit our financial statements for the fiscal year ending December 31, 2007. Deloitte Accountants B.V. have audited our financial statements annually since 1969. A representative of Deloitte Accountants B.V. will be present at the Annual General Meeting.

The Supervisory Board and the Management Board unanimously recommend that the shareholders vote **FOR** the appointment of Deloitte Accountants B.V. as our independent public accountants for the fiscal year ending December 31, 2007.

Shareholder action is requested regarding the proposal in Agenda Item No. 7.

**AGENDA ITEM NO. 8
AUTHORIZATION TO REPURCHASE SHARES**

Our Articles of Association provide that a repurchase of our outstanding shares is subject to the authorization of our general meeting. The Management Board requests that the shareholders authorize the Management Board, pursuant to Article 8, paragraph 1 of our Articles of Association, for a period of 18 months as of the date of the general meeting to cause the Company to repurchase, subject to the prior approval of the Supervisory Board, for consideration, issued and outstanding shares of its share capital up to such number as we are allowed to repurchase under the Dutch Civil Code (currently 10% of outstanding shares per annum), at such time, if any, and on such terms as the Management Board, with the approval of the Supervisory Board, shall determine in its discretion. Any such repurchase shall be for a price between the par value of the share and 110% of the market price, where market price shall be understood as the average closing price per share calculated over the five business days preceding the day of the repurchase as quoted on the Euronext Amsterdam stock exchange.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** so authorizing the Management Board for a period of 18 months as of the

date of the general meeting to cause the Company to repurchase, subject to the prior approval of the Supervisory Board, for consideration, issued and outstanding shares of our share capital up to such number as we are allowed to repurchase under the Dutch Civil Code at such time, if any, and on such terms as the Management Board, with the approval of the Supervisory Board, determines in its discretion.

Shareholder action is requested regarding the proposal in Agenda Item No. 8.

**AGENDA ITEM NO. 9
AUTHORIZATION TO ISSUE SHARES
AND DEVIATE FROM THE PRE-EMPTIVE RIGHTS**

Proposal No. 9(a). Authorization of the Management Board to issue shares in connection with the Company's existing Stock Option Plan.

In accordance with Article 5, paragraphs (1) and (6) of our Articles of Association, the Management Board requests the general meeting of shareholders to appoint the Management Board, for a period of 18 months as of the date of the general meeting, as the Company's body that, subject to the approval of the Supervisory Board, is authorized to issue common shares as may be required in connection with the Company's existing Stock Option Plan – including granting the right to subscribe for such shares at such a price, and on such conditions as determined by the Management Board subject to the approval of the Supervisory Board for each issue.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the authorization of the Management Board to issue common shares in accordance with the terms, conditions and limitations set forth in the proposal.

Shareholder action is requested regarding the proposal in Agenda Item No. 9(a).

Proposal No. 9(b). Authorization of the Management Board to deviate from pre-emptive rights.

In accordance with Article 7(5) of our Articles of Association, the Management Board requests the general meeting of shareholders to appoint the Management Board, for a period of 18 months as of the date of the general meeting, as the body that, subject to the approval of the Supervisory Board, is authorized to limit or exclude the pre-emptive rights of shareholders at the issue of common shares in connection with the Company's existing Stock Option Plan.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the appointment of the Management Board, for a period of 18 months of the date of the general meeting, as the body that, subject to the approval of the Supervisory Board, is authorized to limit or exclude the pre-emptive rights of shareholders at the issue of common shares pursuant to Proposal No. 9(a).

Shareholder action is requested regarding the proposal in Agenda Item No. 9(b).

**INFORMATION CONCERNING MEMBERS OF THE SUPERVISORY BOARD
AND MANAGEMENT BOARD**

Set forth below are the names and biographical information regarding the current and proposed members of our Supervisory Board and Management Board.

<u>Name</u>	<u>Year of Birth</u>	<u>Position</u>
Paul C. van den Hoek ²	1939	Chairman of the Supervisory Board (Expiring 2009)
Eric A. van Amerongen ²	1953	Member of the Supervisory Board (Expiring 2010)
Leon P.E.M. van den Boom ¹	1952	Member of the Supervisory Board (Expiring 2009)
Berend C. Brix ¹	1949	Member of the Supervisory Board (Expiring 2010)
Johan M.R. Danneels ²	1949	Member of the Supervisory Board (Expiring 2008)
Heinrich W. Kreutzer ¹	1949	Member of the Supervisory Board (Expiring 2010)
Arthur H. del Prado	1931	Chairman of the Management Board, President and Chief Executive Officer
W.K. Lee	1954	Member of the Management Board of the Company and Chief Executive Officer of ASM Pacific Technology Ltd.
C. (Chuck) D. del Prado	1961	Member of the Management Board and President and General Manager of ASM America
A. (Naud) J.M. van der Ven	1959	Member of the Management Board and Chief Financial Officer
J. (Han) F.M. Westendorp	1956	Member of the Management Board and Chief Operating Officer front-end operations

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- (1) Member of Audit Committee
(2) Member of Nomination, Selection and Remuneration Committee

Paul C. van den Hoek became a member of the Supervisory Board in March 1981 and is currently Chairman of the Supervisory Board. Mr. van den Hoek is a partner in the European law firm of Stibbe, which is our general legal counsel, and has been with Stibbe since 1965. Mr. van den Hoek also serves on the board of directors of various European companies. At December 31, 2006, Mr. van den Hoek owned 300,000 of our common shares. Mr. van den Hoek holds a Master's Degree in law from the University of Amsterdam, the Netherlands.

Eric A. van Amerongen was elected a member of the Supervisory Board in May 2002 and is currently Vice-Chairman of the Supervisory Board. Mr. van Amerongen served as Chief Executive Officer of Koninklijke Swets & Zeitlinger and later as member of its Supervisory Board. Prior to that, he was active for over 10 years in the position of Group Director of Thomson-CSF (France), Chief Executive Officer of Hollandse Signaal Apparaten B.V. and President and Chief Executive Officer Europe, Middle East and Africa for Lucent Technologies. Mr. van Amerongen also serves on the boards of directors of various European companies.

Leon P.E.M. van den Boom was elected a member of the Supervisory Board in May 2005. Mr. van den Boom is a managing partner of Park Corporate Finance B.V., and before that he worked for, among others, Catalyst Advisors B.V., as a senior partner from 2004 to 2005, NIB Capital Bank N.V., as a member of the executive committee from 2000 to 2002 and as the Managing Director at the Van den Boom Groep from 1989 to 2000. Mr. van den Boom serves on the board of directors of various companies. Mr. van den Boom holds a degree in Business Administration from Rijksuniversiteit Groningen, the Netherlands and a degree in Accountancy from the Vrije Universiteit, Amsterdam, the Netherlands.

Berend C. Brix was elected a member of the Supervisory Board in May 2006. He is a partner in Lesuut Finance B.V. since October 2003. Prior to that, he was appointed as a member of the Management Board of Volmac Software Group N.V. in 1990, which company was renamed Cap Gemini N.V. in 1993, and as Chairman of the Management Board in 1998. In June 2003, Mr. Brix became a member of the Supervisory Board of Getronics N.V. and has been Vice-Chairman of the Supervisory Board since January 2004. He is also Chairman of Getronics N.V.'s Audit Committee. In addition, he is a non-executive director of Computer Patent Annuities Holdings Limited, a member of its Remuneration Committee and Nominations Committee, a member of the Supervisory Board of ANP Holding B.V. (Netherlands National News Agency), a member of its Financial Committee, and a member of the Supervisory Board of Koninklijke Swets & Zeitlinger Holding N.V. Mr. Brix holds a degree in Business Administration from Erasmus University, Rotterdam, the Netherlands.

Johan M.R. Danneels was elected a member of the Supervisory Board in May 2000. Mr. Danneels served most recently as Group Vice President of STMicroelectronics. Prior to that, he was Director of Industrial Coordination at Alcatel Corporate and Chief Executive Officer of Alcatel Microelectronics, where he spent most of his career. In January 2005 Mr. Danneels founded Essensium N.V., a spin-off from IMEC, where he serves as Chief Executive Officer. Mr. Danneels holds a Ph.D. from the University of Leuven, Belgium and a MBA degree from Boston University, Brussels, Belgium.

Heinrich W. Kreutzer was elected a member of the Supervisory Board in November 2006. Mr. Kreutzer is 'Diplom-Ingenieur' and 'Diplom-Ökonom'. He studied at the Technical University of Berlin and the University of Hagen. He worked at several companies, including General Telephone & Electronics in Waltham, USA, and Alcatel in Stuttgart, Germany. From 1999 to 2003, Mr. Kreutzer was a member of the Management Board, and was the Chief Operating Officer and Chief Technology Officer of Alcatel SEL AG. From 2004 to April 2006, he was Managing Director of Kabel Deutschland GmbH in Munich, Germany. Mr. Kreutzer is currently a member of the Board of Directors of Micronas Semiconductor AG in Zurich, Switzerland and Chairman of the Supervisory Board of Micronas Semiconductor GmbH in Freiburg, Germany.

Arthur H. del Prado, our founder, has served as a member of the Management Board, President and Chief Executive Officer since our formation in 1968. Mr. del Prado is also a founder of ASM Lithography N.V. through a joint venture with Philips Electronics N.V. He serves as a Director of MEDEA+, and previously served for many years as a Director of its predecessor, JESSI. Mr. del Prado also serves on the board of directors of various European companies. Mr. del Prado is the parent of Mr. Chuck del Prado.

W.K. Lee became a member of the Management Board of the Company and Chief Executive Officer of ASM Pacific Technology Ltd. effective January 1, 2007 and has been General Manager Southern Region of ASM Pacific Technology since 1990. He has been

employed by ASM Pacific Technology for over 25 years. Prior to becoming in 1990 General Manager of ASM Pacific Technology's activities in Singapore, Mr. W.K. Lee was involved in product development. Mr. W.K. Lee studied at the Chinese University of Hong Kong (Bachelor of Science and Master of Philosophy in Electronics) and has a Master Degree in Business Administration from the National University of Singapore.

C. (Chuck) D. del Prado became a member of the Management Board in May 2006. He is President and General Manager of ASM America since 1 February 2003. In March 2001, he was appointed Director Marketing, Sales & Service of ASM Europe. From February 1996 to 2001, he held various management positions at ASM Lithography in manufacturing and sales in Taiwan and in the Netherlands. Mr. del Prado worked at IBM Nederland N.V. from 1989 to 1996 in several marketing and sales positions. He studied technical management science, with a specialization in computer science, at the University of Twente, the Netherlands. Mr. del Prado is the son of Mr. Arthur del Prado.

A. (Naud) J.M. van der Ven became Chief Financial Officer and a member of the Management Board in June 2005. Prior to his joining ASM International, Mr. van der Ven was Chief Financial Officer and Member of the Executive Board of Novamedia Holding B.V. from 2001 to 2004 and of Vedior N.V. from 1997 to 2000. He was Chief Financial Officer of Axxicon Group N.V. from 1991 to 1997 and started his career at McKinsey & Company in 1985. Mr. van der Ven holds a MBA degree from the University of Chicago, United States, and a law degree from the University of Leiden, the Netherlands.

J. (Han) F.M. Westendorp became a member of the Management Board in May 2006. He is Chief Operating Officer front-end operations of ASM International since February 2003. He was appointed General Manager of ASM Europe in July 1999. Mr. Westendorp held various management positions at Tokyo Electron Massachusetts from 1991 to mid-1999, most recently as General Manager. Prior to that, he worked on developing ion implant technology at ASM International. Mr. Westendorp has a doctorate in physics and mathematics from the University of Utrecht, the Netherlands.

Under Netherlands law, the Supervisory Board has the duty to supervise and advise the Management Board. Persons nominated by the Supervisory Board to be appointed by the shareholders to the Supervisory Board are elected if they receive a majority of the votes cast at a meeting of shareholders. Nominees to the Supervisory Board who are not proposed by the Supervisory Board are appointed if they receive the affirmative vote of a majority of the votes cast at a meeting, which affirmative votes represent more than half our issued capital. A resolution to remove a member of the Supervisory Board, other than in accordance with a proposal of the Supervisory Board, shall require the affirmative vote of a majority of the votes cast, which affirmative votes represent more than half our issued capital. The Supervisory Board members serve an initial maximum four year term, but may be re-elected twice.

The Management Board is entrusted with our management under the supervision of the Supervisory Board and has the general authority to enter into binding agreements with third parties. Persons nominated by the Supervisory Board to be appointed by the shareholders to the Management Board are elected if they receive a majority of the votes cast at a meeting of shareholders. Nominees to the Management Board who are not proposed by the Supervisory Board are appointed if they receive the affirmative vote of a majority of the votes cast at a meeting, if such affirmative votes represent more than half our issued capital. A Management Board member may at any time be suspended by the Supervisory Board. A Management Board member may, in accordance with a proposal of the Supervisory Board, be dismissed by the

General Meeting of Shareholders with a majority of the votes cast. A resolution to suspend or to dismiss a member of the Management Board, other than in accordance with a proposal of the Supervisory Board, shall require the affirmative vote of a majority of the votes cast at a meeting, which affirmative votes represent more than half our issued capital. The Management Board members serve an initial maximum four year term, and may be re-elected for indefinite additional terms.

Currently, our Management Board consists of Arthur H. del Prado, W.K. Lee, C. (Chuck) D. del Prado, A. (Naud) J.M. van der Ven and J. (Han) F.M. Westendorp.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

On May 28, 1997, we entered into an agreement with Stichting Continuïteit ASM International, or Stichting, pursuant to which Stichting was granted an option to acquire up to that number of our preferred shares that has a total par value equal to 50% of the par value of our common shares issued and outstanding at the date of the exercise. Stichting is a non-membership organization organized under Netherlands law. The objective of Stichting is, amongst others, to own and vote our preferred shares in order to maintain our independence, continuity, and/or identity in the case of a takeover attempt. Toward that objective, Stichting will evaluate, when called for, whether a takeover offer is in our best interests. The Euronext Amsterdam stock exchange in Amsterdam requires that a majority of the board members of Stichting be unrelated to us. As of December 31, 2006, the members of the board of Stichting are:

Arthur H. del Prado	President and Chief Executive Officer, ASM International N.V.
Paul C. van den Hoek	Chairman of the Supervisory Board, ASM International N.V.
Michiel J.C. van Galen	Former Managing Director, Breevast N.V.
Rinze Veenenga Kingma	President Archeus Consulting B.V.
Laurus Traas	Emeritus Professor, Vrije Universiteit Amsterdam

We are unaware of any arrangement which we anticipate will result in a change in control of ASM International. All shares of our common stock entitle the holder to the same voting rights.

In 1999, the Company acquired a 24.0% interest in NanoPhotonics, a German supplier of precision thin film metrology equipment, for €407. In 1999, the Company's Chief Executive Officer also purchased a 44.5% interest in NanoPhotonics. Due to the issuance of new shares by NanoPhotonics to third parties in 2003, the Company's interest diluted to 23.61% and the Chief Executive Officer's interest diluted to 43.77%. In 2004 the Chief Executive Officer purchased an additional 1.72% interest in NanoPhotonics from another shareholder. For all the shares purchased by the Chief Executive Officer, the Company and the Chief Executive Officer agreed that the Company could purchase such shares at the same price the officer paid to acquire the shares. The Company exercised this option in December 2005, for a total consideration of € 1,101. In 2006 the Company acquired an additional 2% interest in NanoPhotonics for a consideration of € 300. At December 31, 2006 the Company holds a 71.1% interest in NanoPhotonics. At December 31, 2005 and December 31, 2006, the Company has provided NanoPhotonics with intercompany loans of €8,909 and €10,409, respectively. In 2004, 2005 and 2006 the Company purchased equipment from NanoPhotonics in the amount of €271, €427 and €648, respectively.

In March 2000, the Company made an interest-bearing loan to its Chief Executive Officer in connection with the exercise of stock options at an average interest rate for 2006 of 5.12%. The outstanding amount of the loan is €230 at December 31, 2006. The loan has been included under other assets in the Consolidated Balance Sheet.

On June 2, 2004, the Company acquired the remaining 84.3% interest in NuTool, a privately held semiconductor equipment company based in California, United States. As a result of the acquisition, the Company owns 100% of the outstanding stock of NuTool. The Company's Chief Executive Officer owned 127,878 shares of NuTool's Series D Preferred Stock prior to acquisition of the remaining 84.3% interest. In consideration for his ownership of NuTool stock, he received 22,586 of the Company's common shares valued at US\$ 481,759.

The Chairman of the Supervisory Board, Mr. P.C. van den Hoek, is a partner in the European law firm of Stibbe. Another partner at Stibbe serves as the Company's general outside legal counsel. Mr. van den Hoek has been with Stibbe since 1965. Mr. P.C. van den Hoek also serves on the boards of directors of various European companies. Fees for services to Stibbe amounted to €226 and €521 in 2005 and 2006, respectively.

THE SUPERVISORY BOARD AND ITS COMMITTEES

The Supervisory Board currently is composed of six members. The Supervisory Board supervises the policies of the Management Board and the general course of our business and the management actions relating thereto. The Management Board supplies the Supervisory Board in a timely manner with all information that the Supervisory Board requires for the performance of its task.

The Supervisory Board has, in accordance with the Dutch Corporate Governance Code, drawn up the following profile for its own composition. The Supervisory Board consists of at least two members. The members should operate independently of and critically with regard to each other, within a good relationship of mutual trust. They should be experienced in the management of an international, publicly listed company and have sufficient time available to fulfill the function of Supervisory Board member. The Supervisory Board members appoint a chairman from amongst their midst.

The Supervisory Board held a total of 11 meetings during the year ended December 31, 2006. The Supervisory Board has an Audit Committee and a Nomination, Selection and Remuneration Committee, which are standing committees.

All of our Supervisory Board members meet the independence requirements of the Marketplace Rules of the Nasdaq Stock Market.

The Supervisory Board has created the following committees:

Audit Committee. The Audit Committee has a supervisory task with regard to monitoring the integrity of our financial reports and risk management. The Audit Committee consists of Mr. van den Boom (Chairman), Mr. Brix and Mr. Kreutzer. The Audit Committee supervises the activities of the Management Board with respect to:

- the operation of the internal risk management and control systems, including supervision of the enforcement of the relevant legislation and regulations, and supervising the operation of codes of conduct;
- our release of financial information;
- compliance with recommendations and observations of external auditors;
- our policy on tax planning;

- relations with the external auditor, including, in particular, its independence, remuneration and any non-audit services performed for us;
- our financing; and
- the applications of information and communication technology (ICT).

The Audit Committee meets periodically to nominate a firm to be appointed as independent auditors to audit the financial statements and to perform services related to the audit, to review the scope and results of the audit with the independent auditors, to review with management and the independent auditors our annual operating results and to consider the adequacy of the internal accounting procedures and the effect of the procedures relating to the auditor's independence.

The Supervisory Board has determined that the composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are in accordance with applicable NASD Marketplace Rules for audit committees. In particular, all Audit Committee members possess the required level of financial literacy, at least one member of the Audit Committee meets the current standard of requisite financial management expertise and our Supervisory Board has determined that Mr. van den Boom is an "audit committee financial expert" as defined in Item 401(h) of Regulation S-K of the Securities and Exchange Commission (the "SEC"), as well as a "financial expert" as referred to in Best Practice Provision III.3.2 of the Dutch Corporate Governance Code. Additionally, Mr. van den Boom and each of the other members of the Audit Committee meet the independence requirements of Nasdaq Marketplace Rule 4350(d)(2)(A).

Nomination, Selection and Remuneration Committee. The nomination, selection and remuneration committee advises the Supervisory Board on matters relating to the selection and nomination of the members of the Management Board and Supervisory Board. The committee further monitors and evaluates the remuneration policy for the Management Board and some of our other senior executives. This committee consists of Mr. van Amerongen (Chairman), Mr. Danneels and Mr. van den Hoek.

Shareholders wishing to communicate with the Supervisory Board or with a Supervisory Board member should address communications to the Supervisory Board or the particular Board member, c/o Lies Rijnveld, Assistant to the CFO as follows:

10 Jan van Eycklaan
3723 BC Bilthoven
The Netherlands
Tel: 011 31 30 229 85 06
Fax: 011 31 30 228 74 69
E-mail: lies.rijnveld@asm.com

These communications will be forwarded to the individual Supervisory Board member or the entire Supervisory Board as appropriate.

COMPENSATION OF SUPERVISORY AND MANAGEMENT BOARD MEMBERS

The following table sets forth as to all current and former members of our Supervisory Board and Management Board information concerning all remuneration from us (including our subsidiaries) for services in all capacities during the year ended December 31, 2006:

Annual Compensation For The Year Ended December 31, 2006

<u>Name</u>	<u>Annual Compensation</u> ¹			<u>Long-Term Compensation</u>	<u>All Other Compensation</u> ¹
	<u>Base Compensation</u>	<u>Bonus</u>	<u>Other</u> ²	Number of Securities Underlying Options Granted	
Paul C. van den Hoek	54	-	-	-	-
Eric A. van Amerongen	35	-	-	-	-
Leon P.E.M. van den Boom	31	-	-	-	-
Berend C. Brix ³	15	-	-	-	-
Johan M.R. Danneels	29	-	-	-	-
Jean den Hoed ⁴	16	-	-	-	-
Heinrich W. Kreutzer ⁵	3	-	-	-	-
Arthur H. del Prado	583	-	-	100,856	-
Patrick Lam See-Pong	644	666	78	- ⁶	208 ⁷
W.K. Lee ⁸	196	106	12	- ⁸	-
C. (Chuck) D. del Prado ⁹	258	-	12	35,680	-
A. (Naud) J.M. van der Ven	275	-	18	35,680	-
J. (Han) F.M. Westendorp ⁹	314	27	18	98,816	-

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- (1) In thousands of euros.
(2) Other annual compensation includes pension expenses.
(3) For the period May 18, 2006 through December 31, 2006.
(4) For the period January 1, 2006 through July 31, 2006.
(5) For the period November 27, 2006 through December 31, 2006.
(6) In his former capacity of Chief Executive Officer of ASM Pacific Technology, Mr. P. Lam See Pong was granted 180,000 shares in the share capital of ASM Pacific Technology under the Employee Share Incentive Scheme of ASM Pacific Technology.
(7) Includes retirement compensation.
(8) Mr. W.K. Lee was appointed member of the Management Board effectively January 1, 2007. All remuneration reported for Mr. W.K. Lee relates to the compensation he

received in his former capacity as General Manager Southern Region of ASM Pacific Technology. Mr. W.K. Lee was granted 65,000 shares in the share capital of ASM Pacific Technology under the Employee Share Incentive Scheme of ASM Pacific Technology.

- (9) Appointed member of the Management Board effectively May 18, 2006, compensation for serving in all capacities during the year ended December 31, 2006.

For further information regarding remuneration of members of our Management Board, see our Remuneration Policy, which is posted on our website www.asm.com.

We generally contribute to investment funds managed by outside fund managers on behalf of all of our employees. None of the funds so contributed are separately earmarked for directors or senior management.

We have granted stock options to certain employees. For information regarding such options, see Notes 16 and 25 to the Consolidated Financial Statements in our 2006 Annual Report. Supervisory Board members hold no options. As of February 23, 2007, options to acquire 328,532 common shares were held by Management Board members at exercise prices of US\$ 11.35 and ranging from €11.18 – €15.40, with expiration dates from March 16, 2007 to May 19, 2014.

CODE OF ETHICS

We have adopted a Code of Ethics that applies to our employees, including our Chief Executive Officer, our Chief Financial Officer and our principal accounting officer. Our Code of Ethics and related policies are posted on our website, www.asm.com.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information regarding the share ownership and option ownership of our share capital stock as of March 31, 2007 by the members of our Supervisory Board and Management Board:

<u>Name</u>	<u>Shares Owned</u>	<u>Options for Shares</u>	<u>Percentage of Outstanding</u> ⁽¹⁾
Paul C. van den Hoek	*	-	*
Eric A. van Amerongen	-	-	-
Johan M.R. Danneels	-	-	-
Leon P.E.M. van den Boom	-	-	-
Berend C. Brix	-	-	-
Heinrich W. Kreutzer	-	-	-
Arthur H. del Prado	11,476,878 ⁽²⁾	100,856	21.3%
W.K. Lee	-	-	-
Naud J.M van der Ven	-	*	*
Han F.M. Westendorp	*	*	*
Chuck D. del Prado	845,945 ⁽³⁾	*	1.6%

*Less than 1%.

(1) Calculated on the basis of each individual's actual shares held, without regard to options.

(2) Includes 7,692,039 common shares owned by Stichting Administratiekantoor ASMI, a trust controlled by Arthur H. del Prado.

(3) Includes 713,000 common shares owned by Stichting Administratiekantoor ASMI as reported in footnote (2) above.

The following table sets forth information with respect to the ownership of our common shares as of February 23, 2007 by each beneficial owner of more than 5% of our common shares and by all of the members of our Supervisory Board and Management Board as a group:

	<u>Number of Shares</u>	<u>Percent</u> ⁽¹⁾
Arthur H. del Prado ⁽²⁾	11,476,878	21.3
Hermes Focus Asset Management Europe Ltd ⁽³⁾	5,361,484	9.9
Fursa Alternative Strategies LLC ⁽⁴⁾	4,828,564	9.0
All members of Supervisory Board and Management Board as a group ⁽²⁾	11,915,823	22.1

(1) Calculated on the basis of 53,920,974 Common Shares outstanding as of March 31, 2007, and without regard to options.

(2) Includes 7,692,039 common shares owned by Stichting Administratiekantoor ASMI, a trust controlled by Arthur H. del Prado, of which 713,000 common shares are beneficially owned by Chuck D. del Prado.

(3) Derived from Disclosure of Major Holdings and Capital Interests in Securities-Issuing Institutions 2006 filed January 4, 2007 with the Netherlands Authority for the Financial Markets by BriTel Fund Trustees Limited.

(4) Derived from Schedule 13D/A filed March 28, 2007 with the SEC. Includes options to purchase 359,700 Common Shares.

RELATIONSHIP WITH INDEPENDENT AUDITORS

Our principal independent auditing firm during the year ended December 31, 2006 was Deloitte Accountants B.V., independent public accountants. Deloitte Accountants B.V., and its predecessors, have audited our financial statements annually since 1969.

Audit fees.

Deloitte Accountants B.V., its affiliates, and its member firms (“Deloitte”) billed us an aggregate €1,187,761 and €1,448,218 for the audit of our Consolidated Financial Statements for the years ended December 31, 2005 and 2006, respectively, and limited reviews of our quarterly financial results. These amounts accounted for 74% and 48% of the total fees billed to us by Deloitte in 2005 and 2006, respectively.

Audit-related fees.

Deloitte billed us an aggregate of €199,748 and €1,188,353 for fees for audit related services for the years ended December 31, 2005 and 2006, respectively. The services for the year ended December 31, 2005 consisted mainly of consultations related to Section 404 of the Sarbanes-Oxley Act. The services for the year ended December 31, 2006 consisted of consultations related to Section 404 of the Sarbanes-Oxley Act. These amounts accounted for 12% and 39% of the total fees billed to us by Deloitte in 2005 and 2006, respectively.

Tax fees.

Deloitte billed us an aggregate of €213,065 and €383,276 in 2005 and 2006, respectively, for tax services relating to tax compliance, tax planning and advice. These amounts accounted for 13% and 13% of the total fees billed to us by Deloitte in 2005 and 2006, respectively.

All other fees.

Deloitte billed us an aggregate of €21,078 and €27,676 in 2005 and 2006, respectively, for all other services. These amounts accounted for 1% and 1% of the total fees billed to us by Deloitte in 2005 and 2006, respectively.

Audit Committee pre-approval policies.

The Audit Committee has determined that the provision of services by Deloitte described in the preceding paragraphs is compatible with maintaining Deloitte’s independence. All audit and permitted non-audit services provided by Deloitte during 2006 were pre-approved by the Audit Committee.

The Audit Committee has adopted the following policies and procedures for pre-approval of all audit and permitted non-audit services provided by our independent registered public accounting firm:

Audit Services. Management submits to the Audit Committee for pre-approval the scope and estimated fees for specific services directly related to performing the independent audit of our Consolidated Financial Statements for the current year.

Audit-Related Services. The Audit Committee may pre-approve expenditures up to a specified amount for services included in identified service categories that are related extensions of audit services and are logically performed by the auditors. Additional services exceeding the specified pre-approved limits require specific Audit Committee approval.

Tax Services. The Audit Committee may pre-approve expenditures up to a specified amount per engagement and in total for identified services related to tax matters. Additional services exceeding the specified pre-approved limits, or involving service types not included in the pre-approved list, requires specific Audit Committee approval.

Other Services. In the case of specified services for which utilizing our independent registered public accounting firm creates efficiencies, minimizes disruption, or preserves confidentiality, or for which management has determined that our independent registered public accounting firm possesses unique or superior qualifications to provide such services, the Audit Committee may pre-approve expenditures up to a specified amount per engagement and in total. Additional services exceeding the specified pre-approved limits, or involving service types not included in the pre-approved list, requires specific Audit Committee approval.

OTHER MATTERS

The Supervisory Board is not aware of any other matter which may come before the meeting. If any other matters are properly presented at the meeting for action, including a question of adjourning the meeting, the persons named in the proxies and acting thereunder will have discretion to vote on such matters in accordance with their best judgment.

ANNEX A

ASM INTERNATIONAL N.V.
RECONCILIATION US GAAP - IFRS

Accounting principles under IFRS

ASMI's primary consolidated financial statements are and will continue to be prepared in accordance with US GAAP. However, ASMI is required under Dutch law to report its Consolidated Financial Statements in accordance with International Financial Reporting Standards ("IFRS"). As a result of the differences between IFRS and US GAAP that are applicable to ASMI, the Consolidated Statement of Operations and Consolidated Balance Sheet reported in accordance with IFRS differ from those reported in accordance with US GAAP. The major differences relate to accounting for goodwill, accounting for minority interest, accounting for convertible subordinated notes, accounting for development expenses, accounting for option plans and accounting for pension plans.

The reconciliation between IFRS and US GAAP is as follows:

(euro thousands except per share data)	Net earnings (loss)	
	Year ended December 31,	
	2005	2006
		(unaudited)
US GAAP	(40,217)	34,334
Adjustments for IFRS:		
Impairment of goodwill	2,412	-
Classification of minority interest	43,558	54,882
Convertible subordinated notes	(6,504)	(9,899)
Development expenses	9,143	11,445
Option plans	(1,386)	85
Total adjustments	47,223	56,513
IFRS	7,006	90,847
IFRS allocation of net earnings:		
Shareholders	(36,552)	35,965
Minority interest	43,558	54,882
	Equity	Equity

	December 31,	December 31,
(euro thousands)	2005	2006
		(unaudited)
US GAAP	238,594	276,458
Adjustments for IFRS:		
Goodwill	(11,686)	(10,575)
Classification of minority interest	119,665	114,916
Convertible subordinated notes	38,229	28,330
Development expenses	9,366	19,065
Pension plans	-	860
Total adjustments	155,574	152,596
IFRS	394,168	429,054