

AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Thursday 14 May 2009, at 2 p.m. CET 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 2008.
3. Adoption of the Annual Accounts 2008.
4. Dividend policy.
5. Discharge of liability 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 2009.
8. Composition of the Supervisory Board.
9. Authorisation of the Management Board to repurchase the Company's own shares.
10. Designation of the Management Board as the competent body (a) to issue common shares and to 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 set aside the pre-emptive rights of existing shareholders with respect to the issue of common shares and rights referred to under (a).
11. Cancellation of preferred shares currently outstanding and granting of an option to Stichting Continuïteit ASM International to acquire preferred shares.
12. Cancellation of treasury shares.
13. Any other business.
14. Closure.



EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Thursday 14 May 2009, at 2 p.m. CET 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 2008

This item will be discussed.

Agenda Item 3 Adoption of the Annual Accounts 2008

This item will be voted on.

The Statutory Annual Report 2008 (which includes the Annual Report 2008 and the Annual Accounts 2008, 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 28 April 2009 at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at ABN AMRO Bank N.V., Foppingadreef 22, in Amsterdam, the Netherlands. The Statutory Annual Report 2008 may also be obtained by any shareholder at no charge through the ABN AMRO Service Desk (telephone: (+31) (0) 20 3836707), the Company and at the meeting itself.

The Annual Accounts 2008 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2008 is in English.

Agenda Item 4 Dividend policy

This item will be discussed.

The dividend policy of the Company was discussed in the annual general meeting of shareholders of 2007 and at that meeting set for the years 2007, 2008 and 2009. Our dividend policy is described in the Annual Report 2008.

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 2008 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 2009

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 2009. 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
Composition of the Supervisory Board

This item will be voted on.

- 8 (a) The Supervisory Board nominates Mr. Gert-Jan Kramer for appointment to the Supervisory Board for a four-year period in accordance with Article 22.3 of the Articles of Association.

Gert-Jan Kramer, age 66, served as President and Chief Executive Officer of Fugro N.V. for more than 20 years until his retirement in 2005. Fugro N.V., a Dutch geological engineering group, collects and interprets data related to the earth's surface and seabed, principally for the oil, gas, mining and construction industries. Prior to his work at Fugro, Mr Kramer was Director at Broekhoven Baggermaatschappij Zeist (today part of Van Oord N.V.) from 1977 through to 1983. He also worked as a project manager at Koninklijke Adriaan Volker Groep (today Koninklijke Volker Wessels Stevin N.V.), with the Royal Dutch Navy and as Design Engineer at the Department of Maritime Construction of the Dutch Government.

Mr. Kramer currently serves on the supervisory boards of Damen Shipyards Group (Vice-Chairman), ABN AMRO N.V. (also member of the Audit Committee), Trajectum B.V., Bronwaterleiding Doorn and Energie Beheer Nederland B.V. He is Chairman of the Supervisory Board of Delta Hydrocarbons S.A, Delft Technical University and of the IRO (branch association for suppliers to the oil and gas industry in the Netherlands) and board member of the following organisations: Nederland Maritiem Land, Stichting Museum Beelden aan Zee, the Concertgebouw Fonds, PKN (Protestant Churches in the Netherlands, service organisation) and Stichting Pieterskerk Leiden. Mr. Kramer was also a member of the Dutch Corporate Governance Code Monitoring Committee.

Mr. Kramer holds no shares in the Company, and except as described above, he is not engaged as a supervisory board member of any other legal entities.

- 8 (b) The Supervisory Board nominates Mr. Jan Lobbezoo for appointment to the Supervisory Board for a four-year period in accordance with Article 22.3 of the Articles of Association.

Jan Lobbezoo, age 62, retired in the beginning of 2007 from the Royal Philips Group. He was last Executive Vice-President Philips International with the responsibility of financial oversight of several minority shareholdings. Jan Lobbezoo joined the Philips Group in May 1970 and his working experience has been mainly in senior financial management positions. Between May 1994 and September 2005 he served as Executive Vice-President and Chief Financial Officer (CFO) of Philips Semiconductors (now NXP Semiconductors).

He served until March 2007 over 12 years on the Board of Taiwan Semiconductor Manufacturing Company (TSMC), the world largest semiconductor foundry organization. He remains an advisor to TSMC, specifically in the area of US governance, international reporting and financial review.

Mr. Lobbezoo is on the board of FEI Company, a nano technology equipment company listed on the Nasdaq Stock Exchange. He is also chairman of the supervisory board of TMC Group N.V., a

Dutch high-tech secondment services company, quoted on the NYSE Alternext Stock Exchange Amsterdam. On 1 July 2007 Mr Lobbezoo joined the supervisory board of the Smartrac N.V., a Dutch registered company, quoted on the Frankfurt Stock Exchange, who is a leading supplier of high-security RFID inlays.

Apart from the quoted companies listed above, Mr Lobbezoo also serves on the (supervisory) boards of the following privately owned high-tech start-up companies: Mapper Lithography (Delft, the Netherlands), Heptagon (Zurich, Switzerland), ALSI (Beuningen, the Netherlands), Signet Solar (Palo Alto, CA, USA) Point One Innovation Fund (Eindhoven, the Netherlands).

Mr. Lobbezoo holds a master degree in Business Economics from the Erasmus University, Rotterdam, the Netherlands and obtained a post-graduate accountancy degree (Register accountant) at that university. He is a member of the Dutch Institute of Register Accountants (NIVRA) since 1974 and joined the board of that institute in February 2007.

Mr. Lobbezoo holds no shares in the Company, and except as described above, he is not engaged as a supervisory board member of any other legal entities.

Agenda Item 9

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 maximum as permitted by our Articles of Association, 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 purchase date.

Agenda Item 10

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)

These items will be voted on.

- 10 (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.
- 10 (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.

Agenda Item 11

Cancellation of preferred shares currently outstanding and granting of an option to Stichting Continuïteit ASM International to acquire preferred shares



Item 11 (a) will be voted on and Item 11 (b) is a conditional item and will only be voted on if the General Meeting of Shareholders has voted in favour of Agenda Item 11 (a).

- 11 (a) On 14 May 2008 21,985 preferred shares were issued to Stichting Continuïteit ASM International ("Stichting"), pursuant to an option granted by the Company to Stichting on 28 May 1997. The objective of Stichting is to serve the interests of the Company. To that objective Stichting may, amongst others, acquire, own and vote on preferred shares in the Company. Stichting exercised part of its option on 14 May 2008. As a result hereof, Stichting acquired preferred shares representing 21.985.000 votes, which constituted 29,9% of the total voting power of the outstanding share capital on that date. Agenda Item 11 (b) entails the cancellation of the 21.985 preferred shares currently held by Stichting. In order to maintain the independence and/or continuity and/or identity of the Company it is proposed to the General Meeting of Shareholders to grant to Stichting a new ongoing call option to acquire up to a number of our preferred shares corresponding with a total par value equal to 50% of the par value of our common shares issued and outstanding at the date of the exercise of the option. Other conditions will be similar to the option granted to Stichting in 1997 and the agreement between Stichting and the Company will substantially be in the form of the draft option agreement posted on the website of the Company. This proposal together with the cancellation of the preferred shares under Agenda Item 11 (b) aims to put the Stichting in substantially the same position which it had prior to 14 May 2008.
- 11 (b) Stichting currently owns 21.985 preferred shares with a nominal value of EUR 40,- in the capital of the Company. It is proposed to the General Meeting of Shareholders to cancel these preferred shares with repayment to Stichting of its partial payment of 25% of the nominal value of these shares (amounting to EUR 219.850,-) together with accrued dividends in accordance with the requirements of Article 9 and Article 32 of the Articles of Association and the requirements of Section 2:99 and 2:100 of the Dutch Civil Code.

Agenda Item 12 **Cancellation of treasury shares**

This item will be voted on.

It is proposed to the General Meeting of Shareholders to cancel 2.553.000 common shares with a nominal value of EUR 0,04 in the capital of the Company, which the Company currently owns in accordance with the requirements of Article 9 of the Articles of Association and the requirements of Section 2:99 and 2:100 of the Dutch Civil Code.

