
Extraordinary General Meeting

2009 PROXY - Extraordinary General Meeting of Shareholders

ASM International N.V.

ASM International N.V. (the "Issuer")

This proxy card must be received by Citibank, N.A., at the address indicated below, prior to 9:00 A.M. (EST) on November 20, 2009 for action to be taken.

**ASM International N.V., a company organized under the laws of the Netherlands
Common Shares - Proxy**

**Extraordinary General Meeting of Shareholders - November 24, 2009 at 10:30 A.M. (CET) at the Otter Room of
Hotel Okura, Ferdinand Bolstraat 333, Amsterdam, the Netherlands.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT BOARD OF ASM INTERNATIONAL N.V. FOR
THE 2009 EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

The undersigned, who is the holder of record of the Common Shares of New York Registry of ASM International N.V. identified on the reverse side of this proxy card, hereby acknowledges receipt of the Notice of 2009 Extraordinary General Meeting of Shareholders and Proxy Statement and hereby appoints **Charles D. (Chuck) del Prado** and **J. (Han) F.M. Westendorp** and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned to represent the undersigned at the 2009 Extraordinary General Meeting of Shareholders of the Company to be held on Tuesday, November 24, 2009 at 10:30 A.M. (CET) at the Otter Room of Hotel Okura, Ferdinand Bolstraat 333, Amsterdam, the Netherlands and at any adjournment or adjournments thereof, and to vote all Common Shares of New York Registry Shares which the undersigned would be entitled to vote if then and there present on the matters and in the manner set forth on the reverse of this proxy card hereby revoking any proxy previously given.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON November 24, 2009**

The proxy statement is available at http://www.asm.com/index.php?option=com_wrapper&Itemid=122.

The New York Registrar and Transfer Agent's Notice of Extraordinary General Meeting of Shareholders, the form of proxy card and the Agenda of the 2009 Extraordinary General Meeting of Shareholders are also available at the above internet address.

Please indicate on the reverse side of this proxy card how your shares are to be voted. This proxy card must be marked, signed and returned to Citibank, N.A. prior to 9:00 A.M. (EST) on November 20, 2009, in order to be counted.

If this proxy card is signed and timely returned to Citibank, N.A. but no specific direction as to voting is marked as to an issue, the undersigned shall be deemed to have given a proxy to vote "FOR" all Proposals and as said proxies deem advisable on such other matters as may come before the Meeting.

Proposal No. 1. To grant rights to subscribe for the full amount of common shares into which up to €150 million of our 6.5% Convertible Bonds Due 2014 may be converted in accordance with their terms, and to exclude the pre-emptive rights of common shareholders with respect to the granting of such rights.

A Issues

ASM International N.V.

The Management Board recommends a vote FOR the Proposal.

	For	Against	Abstain
Proposal 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" all Proposals.

Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation or other entity should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the box

Signature 2 - Please keep signature within the box

Date (mm/dd/yyyy)

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