

## CONVOCATION

for the Annual General Meeting of Shareholders of ASM International N.V. (the "Company") to be held on Monday 23 May 2011 at 2 p.m. CET in the Heian room of Hotel Okura, Ferdinand Bolstraat 333, Amsterdam.

## AGENDA

1. Opening / Announcements
2. Report on the financial year 2010
3. Adoption of the Annual Accounts 2010 \*
4. Discharge of the members of the Management Board from liability in respect of their management \*
5. Discharge of the members of the Supervisory Board from liability in respect of their supervision \*
6. Appointment of the Company's auditors for the financial year 2011 \*
7. Dividend Policy
8. Dividend Payment \*
9. Determination of the Supervisory Board's compensation \*
10. Designation of the Management Board as the competent body to issue common shares and rights to acquire common shares and to set aside any pre-emptive rights \*
11. Authorization of the Management Board to repurchase common shares in the Company \*
12. Any other business
13. Closure

\* = voting item(s)

The agenda plus explanatory notes and the Statutory Annual Report 2010 (which includes the Annual Report 2010 and the Annual Accounts 2010) are available for inspection by each shareholder as of today at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at the Royal Bank of Scotland N.V. ("RBS"), tel. +31 20 464 3707, Gustav Mahlerlaan 10, in Amsterdam, the Netherlands. They are also placed on the website of the Company: [www.asm.com](http://www.asm.com) and available via [www.rbs.com/evoting](http://www.rbs.com/evoting).

### Record Date

For this meeting persons who are entitled to vote and/or attend the meeting, are considered to be those who are registered as shareholders of the Company in a (sub) register on 25 April 2011 following the registration of all transactions on that date ("Record Date"), provided that such person has provided the Company with a notification in accordance with the following paragraph. For holders of ordinary shares in bearer form, the administration of the institutions that are intermediaries as defined in the Securities Giro Act (the "Intermediary") are appointed as (sub) registers.

### Notification

Holders of ordinary shares in bearer form or their proxy's who wish to attend the meeting, must as from 26 April 2011 and no later than 16 May 2011 give notice hereof to RBS via the Intermediary that deals with the administration of their shares are registered. The Intermediary must submit to RBS a statement via [www.rbs.com/admitted-institutions](http://www.rbs.com/admitted-institutions) including the number of shares notified for

registration and held by that shareholder at the Record Date no later than 16 May 2011. With the registration Intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the Record Date in an efficient manner. The shareholders will receive via RBS a registration certificate which serves as attendance card for the meeting.

Holders of registered shares, a usufructuary of registered shares who is entitled to vote or their proxy, who wish to attend the meeting, must give written notice hereof to the Company no later than 16 May 2011.

**Power of attorney**

A shareholder who wishes to attend by proxy, must submit an executed legally valid power of attorney – whether or not in the form of the bottom side of the registration certificate - to the Company no later than 16 May 2011. Persons who are entitled to attend the meeting may also electronically instruct Ruud van Bork (an independent civil law notary of Loyens & Loeff N.V.) to vote no later than on 16 May 2011, via [www.rbs.com/evoting](http://www.rbs.com/evoting).

Holders of shares registered with Citibank, N.A., New York, United States, will receive a separate invitation to attend the meeting.

Almere, 11 April 2011

ASM International N.V.  
The Management Board