
Annual General Meeting

2012 PROXY - Annual 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 May 10, 2012 for action to be taken.

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

**Annual General Meeting of Shareholders - May 15, 2012 at 2:00 P.M. (CET) at the Hilton Hotel, Apollolaan 138,
Amsterdam, the Netherlands.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT BOARD OF ASM INTERNATIONAL N.V. FOR
THE 2012 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

The undersigned, who is the holder or beneficial owner 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 2012 Annual General Meeting of Shareholders and Proxy Statement and hereby appoints Charles D. (Chuck) del Prado and Peter A.M. van Bommel 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 2012 Annual General Meeting of Shareholders of the Company to be held on Monday, May 15, 2012, at 2:00 P.M. (CET) at the Hilton Hotel, Apollolaan 138, 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 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 15, 2012**

The proxy statement and 2011 Annual Report are available at http://www.asm.com/index.php?option=com_wrapper&Itemid=128.

The New York Registrar and Transfer Agent's Notice of Annual General Meeting of Shareholders, the form of proxy card and the Agenda of the 2012 Annual 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 May 10, 2012, 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.

The following proposals relate to, and are numbered to correspond to, the numbered agenda items in the Notice of 2012 Annual General Meeting of Shareholders and Proxy Statement:

3. Adoption of our financial statements, including the consolidated statement of financial position, the consolidated statement of income and the notes thereto, for the fiscal year ended December 31, 2011.
4. Adoption of dividend proposal.
5. Approval to grant discharge of liability to the members of the Management Board from liability in respect of their management.
6. Approval to grant discharge of liability to the members of the Supervisory Board from liability in respect of their supervision of the Management Board.
7. Approval to appoint Deloitte Accountants B.V. as the Company's independent certified public accountants for the fiscal year ended December 31, 2012.
- 8(a). Approval of the proposal to amend the Company's Articles of Association relating to the change of bearer shares into registered shares.
- 8(b). Approval of the proposal to amend the Company's Articles of Association relating to the appointment of Supervisory Board members.
- 9(a). Appointment of a member to the Supervisory Board for a four-year period.
- 9(b). Appointment of a member to the Supervisory Board for a four-year period.
- 10(a). Approval to authorize the Management Board for a period of 18 months commencing on the date of the 2012 Annual General Meeting to issue common shares and grant rights to subscribe for common shares.
- 10(b). Approval to authorize the Management Board for a period of 18 months commencing on the date of the 2012 Annual General Meeting to issue common shares and grant rights to subscribe for common shares in connection with the Company's stock option plan.
- 10(c). Approval to authorize the Management Board for a period of 18 months commencing on the date of the 2012 Annual General Meeting to deviate from pre-emptive rights with respect to the issuance of common shares.
11. Approval to authorize the Management Board for a period of 18 months commencing on the date of the 2012 Annual General Meeting to repurchase the Company's common shares.

A Proposals

ASM International N.V.

The Management Board recommends a vote For all Proposals, except for Proposals 9(a) and 9(b). With respect to Proposal 9(a), the Management Board recommends a vote for Johan M.R. Danneels. With respect to Proposal 9(b), the Management Board recommends a vote for Ulrich H.R. Schumacher.

	For	Against	Abstain					For	Against	Abstain	
Proposal 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 9(a)	Johan M.R. Danneels	J.M. van den Wall Bake	Abstain	Proposal 10(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 10(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 9(b)	Ulrich H.R. Schumacher	H.B.H. Kraak	Abstain	Proposal 10(c)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
Proposal 8(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>								
Proposal 8(b)	<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 a Proposal, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" all unmarked Proposals except as to Proposals 9(a) and 9(b). If no specific direction as to voting is marked above as to Proposal 9(a) or 9(b), the undersigned shall be deemed to have directed the Depository to give voting instructions for Johan M.R. Danneels or for Ulrich H.R. Schumacher, respectively.

If these Voting Instructions are signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to a Proposal, the undersigned shall be deemed to have directed the Depository to give an "ABSTAIN" voting instruction for such issue.

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 should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

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