

REMUNERATION REPORT 2012

This remuneration report 2012 is based on the remuneration policy of ASM International N.V., dated 20 May 2010. The remuneration policy was adopted by the 2010 Annual General Meeting of Shareholders.

1. The **remuneration policy** was reviewed in 2010 and is applicable to members of the Management Board of ASM International. The objective of the remuneration policy is twofold:
 - a) to create a remuneration structure that will allow ASMI to attract, reward and retain qualified executives; and
 - b) provides and motivates executives with a balanced and competitive remuneration that is focused on sustainable results, aligned with the long term strategy of ASMI.

The remuneration structure includes four components: a fixed (base) salary component, a variable component (annual bonus or short-term incentive), a long term component (long term incentive) in the form of stock options and pension provisions and fringe benefits.

2. Base salary Management Board

The amounts paid as base salaries to the members of the Management Board in 2012 were as follows:

C.D. del Prado	€ 510,000
P.A.M. van Bommel	€ 367,000

3. Annual incentive (cash bonus) Management Board

Based on the results in 2012, the following bonuses¹ will be paid:

C.D. del Prado	€ 177,000
P.A.M. van Bommel	€ 144,000

¹ In 2012, the following bonuses were paid based on the results in 2011:

C.D. del Prado: € 339,000; P.A.M. van Bommel: € 233,000

4. Long term incentive (stock options) Management Board

The option scheme for the members of the Management Board, which was approved in the 2010 Annual General Meeting of Shareholders, has the following main features;

1. options will be unconditional;
2. 100% of the options which have been granted will become exercisable after three years;
3. the amount of options will be determined annually by the Supervisory Board depending on the contribution to the long term development of ASMI and the impact of the option grant on the total remuneration of the Management Board;
4. the number of options to be granted will be based on a fair value approach up to a maximum of 100% of the fixed salary of the relevant board member;
5. the options will have a term of seven years;
6. the exercise price will be equal to the average closing price on Euronext of ASMI shares during the five trading days preceding the granting of the option and including the date of granting.

Based on the option scheme, in 2012 unconditional options with an exercise price of € 27.04, on 60,000 shares ASM International have been granted to Mr. C.D. del Prado and unconditional options on 40,000 shares to Mr. P.A.M. van Bommel.

5. Pensions Management Board

The pension contributions paid in 2012 were as follows:

C.D. del Prado	€ 76,000
P.A.M. van Bommel	€ 88,000

Members of the Management Board residing in the Netherlands are offered a defined contribution plan for the part of the salary that exceeds the maximum salary of the industry wide pension fund. For the first €67,738, the members of the Management Board contribute 50% of the contribution and ASMI pays the remaining part. For the remaining pensionable salary, the total contributions vary from 6,48% - 33,48% of this surplus in pensionable salary depending on age. The employee contributes 4.60% of the surplus in the pensionable salary and ASMI pays the remaining part.

There are no arrangements regarding early retirement.

6. Other arrangements Management Board

A number of other arrangements are offered to members of the Management Board, such as expense and relocation allowance, medical insurance, accident insurance and a car allowance.

ASMI's policy does not allow personal loans to members of the Management Board.

7. Contracts of employment Management Board

All members of the Management Board have a written contract of employment with ASMI or one of its related subsidiaries. The members of the Management Board have been appointed to the Management Board for a four year period:

- C.D. del Prado, started May 18, 2006; in May 2010 Mr. Del Prado was reappointed for a new term of 4 years.
- P.AM. van Bommel, started July 1, 2010;

For future new appointments to the Management Board, the term of the appointment will also be set at four years.

8. Remuneration Supervisory Board

In the 2011 AGM the following annual remuneration for the Supervisory Board has been approved.

– for a member of the Supervisory Board	€ 45,000
– for the chairman of the Supervisory Board	€ 60,000
– for a member of the Audit Committee	€ 5,000
– for the chairman of the Audit Committee	€ 7,500
– for a member of the Nomination, Selection and Remuneration Committee	€ 5,000
– for the chairman of the Nomination, Selection and Remuneration Committee	€ 7,500