
Annual General Meeting of Shareholders

2014 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 10:00 A.M. (EST) on May 19, 2014 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 21, 2014 at 2:00 P.M. (CET) at the Hotel Almere, Veluwezoom 45, Almere, the Netherlands.

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT BOARD OF ASM INTERNATIONAL N.V. FOR
THE 2014 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 2014 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 2014 Annual General Meeting of Shareholders of the Company to be held on Wednesday, May 21, 2014, at 2:00 P.M. (CET) at the Hotel Almere, Veluwezoom 45, Almere, 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 21, 2014**

The proxy statement is available at <http://www.asm.com/en/Pages/ForShareholders.aspx> and the 2013 Annual Report is available at <http://www.asm.com/en/Pages/Investors/Financial-Reports.aspx/>.

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 2014 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 10:00 A.M. (EST) on May 19, 2014, 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 2014 Annual General Meeting of Shareholders and Proxy Statement:

4. To adopt 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, 2013.
5. To vote on our dividend proposal.
6. To discharge the members of the Management Board from liability in relation to the exercise of their duties.
7. To discharge the members of the Supervisory Board from liability in relation to the exercise of their duties.
- 8(a). To appoint Company's independent certified public accountants for the fiscal year ending December 31, 2014.
- 8(b). To appoint the Company's independent certified accountants for the fiscal year ending December 31, 2015.
- 9(a). To reappoint Mr. C.D. del Prado to the Management Board for a four-year period.
- 9(b). To reappoint Mr. P.A.M. van Bommel to the Management Board for a four-year period.
- 10(a). To reappoint Mr. H.W. Kreutzer to the Supervisory Board for a four-year period.
- 10(b). To reappoint Mr. M.C.J. van Pernis to the Supervisory Board for a four-year period.
11. To vote on a proposal to amend our Remuneration Policy.
12. To authorize the Management Board for a period of 18 months commencing on the date of this Annual General Meeting to:
 - a. issue common shares and grant rights to subscribe for common shares; and
 - b. deviate from preemptive rights of common shareholders with respect to the issuance of common shares.
13. To authorize the Management Board for a period of 18 months commencing on the date of this Annual General Meeting to repurchase our common shares.

A Proposals

ASM International N.V.

The Management Board recommends a vote For all Proposals.

	For	Against	Abstain		For	Against	Abstain
Proposal 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 9(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 10(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 10(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 8(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 12(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 8(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 12(b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal 9(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Proposal 13	<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.

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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