

AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Wednesday 21 May 2008, at 2 p.m. in the Nassau Paviljoen of Hilton Hotel Royal Parc, Van Weerden Poelmanweg 4-6, Soestduinen.

1. Opening / Announcements.
2. The Management Board's report on the financial year 2007.
3. Adoption of the Annual Accounts 2007.
4. Appointment of the Company's auditors for the financial year 2008.
5. Management Board presentation: Roadmap to peer group profitability.
6. Composition of the Boards (shareholder proposals).
7. Composition of the Supervisory Board (Company proposals).
8. Discharge of liability of the members of the Management Board for the policy pursued by them.
9. Discharge of liability of the members of the Supervisory Board for their supervision.
10. Authorisation of the Management Board to repurchase the Company's own shares.
11. Designation of the Management Board as the competent body (a) to issue common shares and grant rights to acquire common shares to the extent this is required in connection with the Company's existing Stock Option Plan and (b) to set aside the pre-emptive rights of existing shareholders with respect to the issue of common shares and rights referred to under (a).
12. Election of Arthur H. del Prado as Honorary Chairman of the Company.
13. Any other business.
14. Closure.

EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Wednesday 21 May 2008, at 2 p.m. in the Nassau Paviljoen of Hilton Hotel Royal Parc, Van Weerden Poelmanweg 4-6, Soestduinen.

Agenda Item 2 The Management Board's report on the financial year 2007

This item will be discussed.

Agenda Item 3 Adoption of the Annual Accounts 2007

This item will be voted on.

The Statutory Annual Report 2007 (which includes the Annual Report 2007 and the Annual Accounts 2007, as well as the information to be added under Article 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), will be available for inspection by the shareholders from 2 May 2008 at the Company's offices at Jan van Eycklaan 10 in Bilthoven and at ABN AMRO Bank N.V., Foppingadreef 22, in Amsterdam, the Netherlands. The Statutory Annual Report 2007 may also be obtained by any shareholder at no charge through the ABN AMRO Service Desk (telephone: (+31) (0)76-5799455), the Company and at the meeting itself.

The Annual Accounts 2007 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2007 is in English. The Management Board, with the approval of the Supervisory Board, has decided that, to the extent profits in respect of the year 2007 have not been paid to the shareholders through the payment of the interim dividend in August 2007, the 2007 profits will be added to the reserves.

Agenda Item 4 Appointment of the Company's auditors for the financial year 2008

This item will be voted on.

The external auditor is appointed by the General Meeting of Shareholders each time for one year. On the advice of the Audit Committee and Management Board, the Supervisory Board will propose that the current accountant, Deloitte Accountants B.V., be appointed as the Company's external auditor for the financial year 2008. Deloitte Accountants B.V. has been the Company's auditor since 1969. A representative will be present at the General Meeting of Shareholders on Deloitte Accountants B.V.'s behalf.

Agenda Item 5 Management Board presentation: Roadmap to peer group profitability

This item will be discussed.

Agenda Item 6 Composition of the Boards (shareholder proposals)

These items will be voted on.

Hermes Euro Focus Fund I, Hermes Euro Focus Fund II and Hermes Euro Focus Fund III ("Hermes") has on the basis of article 2:114a Dutch Civil Code put forth the following proposals on the agenda of the Annual General Meeting of Shareholders. The information herebelow has been provided by Hermes.

Supervisory Board

Dismissal of current Supervisory Board (Shareholder proposal)

6 (a) Hermes proposes that, on the basis of article 22.6 of the Articles of Association, the General Meeting of Shareholders dismiss all members of the Supervisory Board, except for Mr. Danneels whose term ends at this Annual General Meeting.

6 (a) 1 Dismissal of Mr. Paul C. van den Hoek as a member of the Supervisory Board.

6 (a) 2 Dismissal of Mr. Eric A. van Amerongen as a member of the Supervisory Board.

6 (a) 3 Dismissal of Mr. Leon P.E.M. van den Boom as a member of the Supervisory Board.

6 (a) 4 Dismissal of Mr. Berend C. Brix as a member of the Supervisory Board.

6 (a) 5 Dismissal of Mr. Heinrich W. Kreutzer as a member of the Supervisory Board.

Appointments (Shareholder proposal)

6 (b) 1 Hermes nominates the appointment of Dr. David N.K. Wang as a member of the Supervisory Board. Dr. Wang, age 61, is currently the Chairman of the board of Ether Optronics Inc. He is also an advisor to the Great China Innovation and Entrepreneurship project of Stanford University in the United States. He was a member of the board of directors of SEMI and Chairman of its China Regional Advisory Board. Dr. Wang was the CEO of Huahong Group between September 2005 and June 2007. Before joining Huahong Group, Dr. Wang was the Executive Vice President of Applied Materials, responsible for the business strategy, planning and execution throughout Asia.

Dr. Wang currently holds no shares in the Company. Other than his position as the Chairman of the board of Ether Optronics Inc., Dr. Wang is currently not engaged as a supervisory board member of any other legal entities.

6 (b) 2 Hermes nominates the appointment of Mr Nicholas Miller as a member of the Supervisory Board. Mr. Miller, age 63, is an industry consultant. He has a diplôme in fluid dynamics from Institut von Karman de Dynamique des Fluides in Belgium. He began his career in 1965 developing early chemical Vapor deposition (CVD) processes and equipment at Bendix Corp. He has held various management positions including Group Vice President at Applied Materials where he was president of Transistor and Capacitor Business Group. He was also President of Thermco Systems (furnace systems), and President of Anicon, Inc. (CVD Systems).

Mr. Miller currently holds no shares in the Company and he is not engaged as a supervisory board member of any other legal entity.

6 (b) 3 Hermes nominates the appointment of Mr. Seitaro Ishii as a member of the Supervisory Board. Mr. Ishii, age 61, is a Certified Public Accountant from the state of New York (USA) and currently CEO of newly established IIOSS K.K. a Japanese management consulting company specializing in organizational transformation. Mr. Ishii has held various management positions at Applied Materials. Prior to that, Mr. Ishii held various management positions (1980 - 1996) at Applied Materials Japan. Mr. Ishii was also a member of the advisory committee at Japan Development Bank (1996 - 1997), a board member at Hakone Foundation (2005 – 2006) and Chairman of the Board at Hokubei News Paper (2004 – 2006).

Mr. Ishii currently holds no shares in the Company and he is currently not engaged as a supervisory board member of any other legal entities.

Management Board

Dismissal (Shareholder proposal)

- 6 (c) Hermes proposes to dismiss Mr. C.D. del Prado as a member of the Management Board in accordance with article 18.4 of the Articles of Association.

Appointment (Shareholder proposal)

- 6 (d) Hermes nominates the appointment of Mr. Farhad Moghadam as a member of the Management Board.

Mr. Moghadam, age 54, has more than 11 years experience at Applied Materials as Senior Vice President responsible for Thin Film Business Group and as General Manager Foundation Engineering Group, 2004 – 2007. Prior to his tenure at Applied Materials, Mr. Moghadam has served at Intel as Director of Process, Modules, Development. Mr. Moghadam holds a Ph.D. in Materials Science and Engineering from Stanford University.

Agenda Item 7 Composition of the Supervisory Board (Company proposals)

These items will be voted on.

- 7 (a) The Supervisory Board nominates Dr U. Schumacher for appointment to the Supervisory Board for a four-year period in accordance with Article 22.3 of the Articles of Association.

Dr. Schumacher is the CEO and President of Grace Semiconductor Manufacturing Corporation in Shanghai. His previous appointments include serving as President and Chief Executive of Infineon Technologies AG, a leading technology group. Prior to that, Dr. Schumacher held various management positions at the Semiconductor Group of Siemens AG (1988 - 1999).

Dr. Schumacher was born in 1958 in Bergisch Gladbach, Germany. He studied Electrical Engineering and Business Administration at the University of Aachen, Germany, and was awarded a Doctorate of Engineering. In 1986, he joined the Semiconductor Group of Siemens AG in Munich, Germany, where he held several management positions in manufacturing, engineering and marketing. In 1988, he became Assistant to the CEO and drove Strategic Planning and Alliances. In 1991, he became General Manager of Memory, Chipcard IC and Multimedia Products. In 1996, he was appointed President and CEO of Siemens Semiconductor Group, and in 1998, he became a member of the Board of Siemens AG. In 1999, Dr. Schumacher led the spin-off of the Siemens Semiconductor Group and brought it public in 2000 as Infineon Technologies. Dr. Schumacher currently serves as CEO and President of Grace Semiconductor Manufacturing Corporation in Shanghai.

Mr. Schumacher currently holds no shares in the Company and he is currently not engaged as a supervisory board member of any other legal entities.

- 7 (b) In accordance with the applicable rotation scheme Dr. J.M.R. Danneels' mandate terminates on the date of the General Meeting. The Supervisory Board nominates Dr Danneels for a reappointment as a member effective 22 May 2008 for a four-year period in accordance with Article 22.3 of the Articles of Association.

Dr. Danneels was elected a member of the Supervisory Board in May 2000. Currently Dr. Danneels serves as Chief Executive Officer at Essensium. In January 2005 he founded Essensium N.V., a spin-off from the research institute IMEC of which he was chairman since 2000. Prior to January 2005 Dr Danneels served as Groups Vice President of STMicroelectronics and as Corporate Executive Vice President of Alcatel NV and Chief Executive Officer of Alcatel Microelectronics. He spent 25 years in Alcatel in different management functions of all major product lines. Dr. Danneels holds a Ph.D. degree in engineering from the KU Leuven, Belgium and a MBA degree from Boston University.

With reference to Article 22.8 of the Articles of Association the Supervisory Board is pleased to confirm that Dr. Danneels has more than adequately fulfilled his fiduciary duties as a Supervisory Board member over the past years. Dr. Danneels has in particular focussed on the marketing of technology and on the production economics of the Company.

Agenda Items 8 and 9

Discharge of liability of the members of the Management and Supervisory Boards

These two items will be voted on.

In accordance with Article 30.4 of the Articles of Association, the General Meeting of Shareholders will be asked to grant the Management Board members a discharge of liability for the policy pursued by them in the financial year 2007 and to grant the Supervisory Board members a discharge of liability for their supervision of that policy.

Agenda Item 10

Authorisation of the Management Board to repurchase the Company's own shares

This item will be voted on.

Pursuant to Article 8.1 of the Articles of Association, the General Meeting of Shareholders will be asked to grant authorisation to the Management Board, subject to the Supervisory Board's approval, for an 18-month period, to be calculated from the date of the General Meeting to cause the Company to repurchase its own shares up to the maximum as permitted by our Articles of Association, at a price at least equal to the shares' nominal value and at most a price equal to 110% of the share's average closing price according to the listing on the Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

Agenda Item 11

Designation of the Management Board as the competent body (a) to issue common shares and to grant rights to acquire shares to the extent this is required in connection with the Company's existing Stock Option Plan and (b) to deviate from the pre-emptive right for the common shares referred to under (a)

These items will be voted on.

11 (a) Pursuant to Articles 5.1 and 5.6 of the Articles of Association, the General Meeting of Shareholders will be asked to designate the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which, subject to the Supervisory Board's approval, is authorised to issue common shares - including granting the right to subscribe for shares - at such a price and, further, under such conditions as determined for each issue by the Management Board, subject to the Supervisory Board's approval as may be required in connection with the Company's existing Stock Option Plan.

11 (b) Pursuant to Article 7.5 of the Articles of Association, the General Meeting of Shareholders will be asked to designate the Management Board, for an 18-month period, to be calculated

from the date of the General Meeting, as the body which, subject to the Supervisory Board's approval, is authorised to limit or exclude the shareholders' pre-emptive right when common shares are issued in connection with the Company's existing Stock Option Plan.

Agenda Item 12
Election of Arthur H. del Prado as Honorary Chairman of the Company

This item will be voted on.

The Supervisory Board nominates Arthur H. del Prado for election as Honorary Chairman of the Company in recognition of Mr A.H. del Prado's invaluable contribution to the Company which Mr A.H. del Prado formed in 1968. As Honorary Chairman Mr A.H. del Prado will not be a member of the Supervisory Board.

Arthur H. del Prado, age 76, served as a Managing Director, President and Chief Executive Officer until his retirement on March 1, 2008. Mr. A. del Prado is Chairman of the Board of ASM Pacific Technology, Ltd., a company which he co-founded with Patrick Lam in 1975. In 1984, he co-founded ASM Lithography N.V. through a joint venture with Philips Electronics N.V. For his many contributions to the semiconductor industry at large and especially in Europe, he has earned the designation, "Father of the European Semiconductor Equipment Industry". Mr del Prado serves as a director of MEDEA+, the Micro Electronics Development for European Applications, a non-profit project and as a director of Dujat, the Netherlands-Japanese Trade Federation.
