

**ASM INTERNATIONAL N.V.**

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**NOVEMBER 24, 2009**

TO OUR SHAREHOLDERS:

You are cordially invited to attend the Extraordinary General Meeting of Shareholders of ASM International N.V., a Netherlands public limited liability company, on November 24, 2009, at 10:30 a.m. local time, at the Otter Room of Hotel Okura, Ferdinand Bolstraat 333, Amsterdam, the Netherlands, for the following purpose:

To grant rights to subscribe for the full amount of common shares into which up to €150 million of our 6.5% Convertible Bonds Due 2014 may be converted in accordance with their terms, and to exclude the pre-emptive rights of common shareholders with respect to the granting of such rights.

These items are more fully described in the following pages, which are made part of this Notice.

All shareholders of record on November 17, 2009 are entitled to vote at the Extraordinary General Meeting, provided that the notice and/or any other applicable documentation as set forth below has been timely received by us. As of October 30, 2009, we had 51,722,131 common shares, par value €0.04 per share, no preferred shares and no financing preferred shares outstanding. Each common share, except for shares owned by us, entitles the holder to one vote on all matters. Shares held by us may not be voted.

All shareholders are cordially invited to attend the meeting in person or by proxy. The meeting will be conducted in Dutch. If you plan to attend the meeting and to vote in person, we must receive a written notice from you of your intention to attend and vote in person, delivered to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EST, on November 20, 2009. Additionally, if your shares are owned by more than one person in a joint ownership, the joint owners must designate in writing one person to vote the shares.

On behalf of the Management Board,

/s/ Charles D. (Chuck) del Prado

Almere, the Netherlands  
November 6, 2009

Charles D. (Chuck) del Prado  
President and Chief Executive Officer

**WHETHER OR NOT YOU EXPECT TO ATTEND THE EXTRAORDINARY GENERAL MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN, DATE AND MAIL THE ENCLOSED PROXY, WHICH IS SOLICITED BY AND ON BEHALF OF THE MANAGEMENT BOARD, SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING. A POSTAGE-PAID ENVELOPE IS PROVIDED FOR MAILING IN THE UNITED STATES. THE GIVING OF SUCH PROXY WILL NOT AFFECT YOUR RIGHTS TO REVOKE SUCH PROXY OR TO VOTE IN PERSON SHOULD YOU LATER DECIDE TO ATTEND THIS MEETING.**

**ASM INTERNATIONAL N.V.**

**Versterkerstraat 8  
1322 AP  
Almere, the Netherlands**

**PROXY STATEMENT**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
NOVEMBER 24, 2009**

Your vote is very important. For this reason, the Management Board is requesting that you allow your common stock to be represented at the Extraordinary General Meeting by the persons named as proxies on the enclosed proxy card. This proxy statement is being sent to you in connection with this request and has been prepared by the Management Board. The terms “we,” “our,” and “ASMI” refer to ASM International N.V. This proxy statement is first being sent to our shareholders on or about November 6, 2009.

**GENERAL INFORMATION**

*Why is ASMI calling an Extraordinary General Meeting?*

We are calling an Extraordinary General Meeting to seek shareholder approval to grant rights to subscribe for the full amount of common shares into which up to €150 million of our 6.5% Convertible Bonds Due 2014 (the “New Bonds”) may be converted in accordance with their terms, and to exclude the preemptive rights of common shareholders with respect to the granting of such rights.

We intend to use a portion of the proceeds of the New Bonds for general corporate purposes and to extend our debt maturity profile. In addition, we intend to use a portion of such proceeds to redeem or repurchase our approximately \$149 million in outstanding convertible notes, including approximately \$21 million in 5.25% Convertible Subordinated Notes Due 2010, maturing on May 15, 2010, and approximately \$128 million in 4.25% Convertible Subordinated Notes Due 2011, maturing on December 15, 2011 (together, the “Existing Bonds”).

*Who can vote?*

You are entitled to vote your common stock held in registered form if our records show that you hold your shares as of the close of business on November 17, 2009 (the “Record Date”). On October 30, 2009, 51,722,131 shares of common stock were outstanding and entitled to vote. Each share of common stock has one vote. The enclosed proxy card shows the number of shares that you are entitled to vote as of November 4, 2009, which is the date used for determining the holders of our New York Registry Shares for the purpose of mailing proxy materials, assuming you hold those shares as of the Record Date. If you become a record holder between the mailing record date of November 4, 2009 and the Record Date, you can vote at the meeting by contacting Citibank, N.A. at 1-877-248-4237 prior to 9:00 a.m. EST, on November 20, 2009.

*Will the shares be blocked for the meeting?*

No. There will be no blocking of shares with regard to the matters to be voted on at the meeting.

*How do I vote?*

If your common stock is held by a broker, bank or other nominee (i.e., in street name), you will receive instructions from it that you must follow in order to have your shares voted. If you hold your shares in your own name as a holder of record, you may vote your shares in person or by proxy. To vote by mail you may instruct the persons named as proxies how to vote your common stock by signing, dating and mailing the proxy card in the envelope provided. Of course, you can always come to the meeting and vote your shares in person, provided that we receive a written notice from you of your intention to attend and vote in person, delivered to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EST, on November 20, 2009.

*How may I revoke my proxy instructions?*

You may revoke your proxy instructions by any of the following procedures:

1. Send us another signed proxy with a later date;
2. Send a letter to Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000, revoking your proxy before your common stock has been voted by the persons named as proxies at the meeting; or
3. Attend the Extraordinary General Meeting, after providing the notice described above, and vote your shares in person.

*How will the proxies be voted?*

Proxies in the accompanying form are solicited on behalf, and at the direction, of the Management Board. All shares represented by properly executed proxies, unless such proxies have previously been revoked, will be voted in accordance with the directions on the proxies. To the extent no directions are indicated, the shares will be voted in favor of Proposal No. 1 to be acted upon at the Extraordinary General Meeting.

A “broker non-vote” occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Because only affirmative and negative votes are counted for purposes of determining whether a proposal is adopted (see “What vote is required?” below), a broker non-vote will have no effect on how the votes are counted.

*May I attend the meeting?*

If you are a holder of record as of the Record Date, you may attend the Extraordinary General Meeting. If you plan to attend the Extraordinary General Meeting, you must provide written notice of such intention to us at Citibank Shareholder Services, P.O. Box 43099, Providence, RI 02940-5000 prior to 9:00 a.m. EST, on November 20, 2009. If you are a beneficial owner of common stock held by a broker or bank, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a broker or bank showing your current ownership and ownership of our shares on the Record Date are examples of proof of ownership. If you want to vote in person your common stock held in street name, you will have to get a proxy in

your name from the registered holder.

The meeting will be conducted primarily in Dutch, but some portions will be conducted in English. Real time translation will be available at the meeting for both Dutch and English speakers.

*What vote is required?*

Proposal No. 1 will be adopted if the number of affirmative votes cast represents at least two thirds of the votes cast, if less than half of our issued capital is represented at the meeting. If at least half of our issued capital is represented at the meeting, Proposal No. 1 will be adopted if the number of affirmative votes exceeds the number of negative votes cast by holders of the outstanding shares present or represented at the meeting and entitled to vote.

*Who pays the cost of this proxy solicitation?*

We will pay the cost of this proxy solicitation. We will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy material to their principals and obtaining their proxies. We will solicit proxies by mail, except for any personal solicitation made by our directors, officers and employees, for which they will not be paid.

*Who should I call if I have questions?*

If you have questions about the Extraordinary General Meeting or voting, please contact Lies Rijnveld, Assistant to the CFO, by telephone at +31 88 100 85 06, or by email at [lies.rijnveld@asm.com](mailto:lies.rijnveld@asm.com).

**SECURITY OWNERSHIP OF CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents information with respect to the ownership of our common shares and options to acquire common shares as of October 30, 2009 by the members of our Supervisory Board and Management Board:

<u>Name</u>	<u>Shares Owned</u>	<u>Options for Shares</u>	<u>Percentage of Outstanding</u> <sup>(1)</sup>
Eric A. van Amerongen	-	-	-
Johan M.R. Danneels	-	-	-
Heinrich W. Kreutzer	-	-	-
Ulrich H.R. Schumacher	-	-	-
Jan C. Lobbezoo	-	-	-
Gert-Jan Kramer	-	-	-
Lee Wai Kwong	-	-	-
J. (Han) F.M. Westendorp	*	*	*
Charles D. (Chuck) del Prado	845,945 <sup>(2)</sup>	*	1.6%

\*Less than 1%.

(1) Calculated on the basis of 51,722,131 common shares outstanding as of October 30, 2009 and each individual's actual shares held, without regard to options.

(2) Includes 713,000 common shares owned by Stichting Administratiekantoor ASMI (and beneficially owned by Charles D. (Chuck) del Prado), a trust controlled by our founder Arthur H. del Prado, as reported in footnote (2) below.

The following table sets forth information with respect to the ownership of our common shares as of October 30, 2009 by each beneficial owner known to us of more than 5% of our common shares:

	<u>Number of Shares</u>	<u>Percent</u> <sup>(1)</sup>
Arthur H. del Prado <sup>(2)</sup>	11,417,878	22.08

(1) Calculated on the basis of 51,722,131 common shares outstanding as of October 30, 2009, without regard to options.

(2) Includes 2,142,039 common shares owned by Stichting Administratiekantoor ASMI, a trust controlled by Arthur H. del Prado, of which 713,000 common shares are beneficially owned by Chuck D. del Prado, Arthur H. del Prado's son.

On May 14, 2009, we entered into an agreement with Stichting Continuïteit ASM International (“Stichting”), pursuant to which Stichting was granted an option to acquire up to a number of our preferred shares corresponding with a total par value equal to 50% of the par value of our common shares issued and outstanding at the date of the exercise of the option. Stichting is a non-membership organization organized under Netherlands law. The objective of Stichting is to serve the interests of the Company. To that objective Stichting may, among other actions, acquire, own and vote our preferred shares in order to maintain our independence and/or continuity and/or identity. As of October 30, 2009, the members of the board of Stichting are:

Michiel J.C. van Galen (chairman)	Retired Managing Director, Breevast N.V.
Rinze Veenenga Kingma	President, Archeus Consulting B.V.
Jan Klaassen	Emeritus Professor, Vrije Universiteit Amsterdam

All of our common shares entitle the holder to the same voting rights.

Of our 51,722,131 outstanding common shares at October 30, 2009, 2,142,039 are registered with us in the Netherlands, 41,697,419 are in uncertificated form through the dematerialized securities trading system operated by Netherlands Central Instituut voor Giraal Effectenverkeer BN, known as Euroclear Nederland, and 7,882,673 are registered with a transfer agent in the United States, Citibank, N.A., New York. Our common shares registered with Citibank, N.A. are quoted on the Nasdaq National Market under the symbol “ASMI.” As of October 30, 2009 there were approximately 160 record holders in the United States. The common shares registered with ABN AMRO Bank, Breda, the Netherlands, are in bearer form and are traded on the NYSE Euronext Amsterdam stock exchange under the symbol “ASM.”

## PROPOSAL NO. 1

### GRANTING OF RIGHTS TO SUBSCRIBE FOR COMMON SHARES IN CONNECTION WITH THE CONVERSION OF THE NEW BONDS AND EXCLUSION OF PRE-EMPTIVE RIGHTS

Our Articles of Association provide that the shareholders may resolve to grant rights to issue shares (pursuant to Article 5, paragraph 6 of the Articles of Association). Our Articles of Association also provide that the shareholders may exclude pre-emptive rights of common shareholders (pursuant to Article 7, paragraph 5 of the Articles of Association). The Management Board and Supervisory Board recommend that the shareholders grant rights to subscribe for the full amount of common shares into which up to €150 million of our 6.5% Convertible Bonds Due 2014 (the “New Bonds”) may be converted in accordance with the terms and conditions applicable to the New Bonds, attached hereto as **Annex A** (the “Terms and Conditions”), and the exclusion of the pre-emptive rights of common shareholders with respect to the issuance of such rights.

We sold the New Bonds on November 6, 2009 and intend to use a portion of the proceeds of the New Bonds for general corporate purposes and to extend our debt maturity profile. In addition, we intend to use a portion of such proceeds to redeem or repurchase our approximately \$149 million in outstanding convertible notes, including approximately \$21 million in 5.25% Convertible Subordinated Notes Due 2010, maturing on May 15, 2010, and approximately \$128 million in 4.25% Convertible Subordinated Notes Due 2011, maturing on December 15, 2011 (together, the “Existing Bonds”) on an ongoing basis, subject to the price for such repurchase being acceptable to us and in all cases, as permitted by applicable law and regulation. We are also considering additional measures to limit dilution to our existing shareholders from any conversions under the Existing Bonds. In addition, we recently reached an agreement in principle for a new principal bank credit facility of €50.0 million with Rabobank International and Morgan Stanley for a period of three years. The continuation of this facility after January 31, 2010 is subject to the completion of the issuance of the New Bonds prior to that date.

The New Bonds will be convertible into our common shares at a rate of 2,925.69 common shares per €0,000 principal amount of notes. This represents a 32.5% premium over the volume weighted average price of our common stock traded on the NYSE Euronext Amsterdam stock exchange between the time of launch and the time of pricing of the New Bonds. The New Bonds may be converted into a total of 8,777,063 common shares. This number may be adjusted in accordance with the provisions regarding “Adjustment of the Conversion Price” as described in the Terms and Conditions. The New Bonds bear interest at the rate of 6.5% and mature on November 6, 2014. Initially, we are required to deliver cash in lieu of common shares upon conversion, in an amount equal to the principal amount of the notes, until we receive shareholder approval to issue shares in an amount sufficient to allow us to deliver only common shares upon conversion. Accordingly, we are calling this Extraordinary General Meeting to request our shareholders to approve the granting of rights to subscribe for common shares in connection with the conversion of any of the New Bonds and to exclude pre-emptive rights relating to such rights.

If our shareholders do not grant rights to subscribe for common shares in accordance with this proposal, as described in the Terms and Conditions, we will have the right, but not the obligation, within fifteen business days of the date of this Extraordinary General Meeting, to redeem the New Bonds in whole but not in part for an amount equal to interest accrued through such date plus the greater of 101% of the principal amount of the New Bonds or the “Adjusted

Quoted Price,” as such term is described in the Terms and Conditions of the New Bonds (the “Call Event Right”).

If our shareholders do not grant rights to subscribe for common shares in accordance with this proposal and we do not elect to exercise our Call Event Right, we may be required to deliver cash upon conversion of the New Bonds, in an amount calculated in accordance with the Terms and Conditions, which amount could exceed the principal amount of the New Bonds. We may not have sufficient funds at the time any such payment is due to pay the required cash amounts. Our failure to pay any cash amount due on conversion of the New Bonds would constitute an event of default in accordance with the Terms and Conditions, which might cause an event of default under the terms of our other indebtedness. At present, we have no standby facility to fund this payment and cannot provide any assurances that we will have such a facility in the future, if needed. In addition, the existence of the cash settlement provision as a component of the New Bonds could result in negative accounting treatment by requiring us to record additional interest expense throughout the term of the New Bonds. Upon approval by the shareholders of this proposal, we will be required to deliver only common shares in connection with the conversion of the New Bonds and our cash settlement obligation will be terminated.

The foregoing description of the New Bonds is qualified in its entirety by reference to the Terms and Conditions attached hereto as **Annex A**.

The Supervisory Board and Management Board unanimously recommend that you vote **FOR** the granting of rights to subscribe for common shares and the exclusion of the pre-emptive rights of common shareholders with respect to the issuance of such rights in accordance with the terms, conditions and limitations set forth in this proposal.