

AGENDA

for the Annual General Meeting of Shareholders of ASM International N.V. (the "Company") to be held on Monday 23 May 2011 at 2 p.m. CET in the Heian room of Hotel Okura, Ferdinand Bolstraat 333, Amsterdam.

1. Opening / Announcements
2. Report on the financial year 2010
3. Adoption of the Annual Accounts 2010 *
4. Discharge of the members of the Management Board from liability in respect of their management *
5. Discharge of the members of the Supervisory Board from liability in respect of their supervision *
6. Appointment of the Company's auditors for the financial year 2011 *
7. Dividend Policy
8. Dividend Payment *
9. Determination of the Supervisory Board's compensation *
10. Designation of the Management Board as the competent body to issue common shares and rights to acquire common shares and to set aside any pre-emptive rights *
11. Authorization of the Management Board to repurchase common shares in the Company *
12. Any other business
13. Closure

* = voting item(s)

EXPLANATORY NOTES TO THE AGENDA

for the Annual General Meeting of Shareholders of ASM International N.V. to be held on Monday 23 May 2011 at 2 p.m. CET in the Heian room of Hotel Okura, Ferdinand Bolstraat 333, Amsterdam.

Agenda Item 2 The Management Board's report on the financial year 2010

This item will be discussed.

The Management Board will report on the business and results of operations for the year ended 31 December 2010.

Agenda Item 3 Adoption of the Annual Accounts 2010

This item will be voted on.

The Statutory Annual Report 2010 (which includes the Annual Report 2010 and the Annual Accounts 2010, 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 11 April 2011 at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at the Royal Bank of Scotland N.V. Gustav Mahlerlaan 10, in Amsterdam, the Netherlands. The Statutory Annual Report 2010 may also be obtained by any shareholder at no charge through the Royal Bank of Scotland N.V. (telephone: (+31) (0) 20 464 3707), the Company and at the meeting itself.

The Annual Accounts 2010 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2010 is in English.

Agenda Items 4 and 5 Discharges of liability for 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 2010 and to grant the Supervisory Board members a discharge of liability for their supervision of that policy.

Agenda Item 6 Appointment of the Company's auditors for the financial year 2011

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 2011. Deloitte Accountants B.V. has been the Company's auditor since 1969. A representative will be present at the General Meeting of Shareholders on behalf of Deloitte Accountants B.V.

Agenda Item 7 Dividend Policy

This item will be discussed.

Proposals for the payment of any dividends to holders of ordinary shares are within the discretion of the Management Board with the approval of the Supervisory Board and in accordance with the relevant provisions of the Articles of Association. The Company aims, as part of its financial policy, to pay a sustainable annual dividend. However, future proposals to the General Meeting of Shareholders for the payment of dividends will depend on the actual financial situation and prospects of the Company including, amongst others, the availability of distributable profits, available cash resources and projected cash flows of the Company.

Agenda Item 8 Dividend Payment

This item will be voted on.

A dividend in cash of €0,40 per ordinary share is proposed. Once the dividend has been declared, the dividend will be made available within 14 days after the declaration of the dividend.

Agenda Item 9 Determination of the Supervisory Board's compensation

This item will be voted on.

Pursuant to Article 22.10 of the Articles of Association, the General Meeting of Shareholders grants the Supervisory Board members a remuneration. The current annual remuneration for the Supervisory Board, which as determined in 2006, is €25,000 for a Supervisory Board member and €50,000 for the Chairman. A member of the Audit Committee also receives €5,000 as annual compensation, and the Chairman of the Audit Committee receives €7,500. A member of the Nomination, Selection and Remuneration Committee also receives €4,000 as annual compensation, and the Chairman of the Nomination, Selection and Remuneration Committee receives €5,000.

The Supervisory Board has pondered whether the current remuneration is still adequate in the light of the importance of and time involved with the duties, and given what is presently considered a competitive and suitable remuneration for supervisory board members in similar companies. The Board believes that, reviewed against these criteria, the current remuneration needs to be increased substantially. The Supervisory Board proposes that the General Meeting of Shareholders fix the Supervisory Board's annual remuneration as follows:

- a member of the Supervisory Board (other than the chairman)	€ 45,000
- the chairman of the Supervisory Board	€ 60,000
Plus the following additional remuneration:	
- a member of the Audit Committee (other than the chairman)	€ 5,000
- the chairman of the Audit Committee	€ 7,500
- a member of the Nomination, Selection and Remuneration Committee (other than the chairman)	€ 5,000
- the chairman of the Nomination, Selection and Remuneration Committee	€ 7,500

Agenda Item 10

Designation of the Management Board as the competent body to issue common shares and rights to acquire common shares and to set aside any pre-emptive rights

These items will be voted on.

- 10 (a) In accordance with Articles 5.1 and 5.6 of the Articles of Association, it is proposed that the General Meeting of Shareholders appoints 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 authorized to issue common shares - including granting the right to subscribe for common shares - at such a price, and on such conditions as determined for each issue by the Management Board, subject to the Supervisory Board's approval as may be required.

The number of common shares which the Management Board shall be authorized to issue shall be no more than 10% of the entire currently issued capital of the Company for common shares in normal cases, and no more than 20% of the entire currently issued capital of the Company for the common shares in the case of an issuance related to a merger or acquisition, or to financing instruments regarding which issuing shares or granting rights to subscribe for shares is desirable. Any issuance of shares in connection with the Company's stock option plans for employees and our stock option plan for the Management Board as set forth in the remuneration policy of the Management Board, will not be taken into account for purposes of applying these limitations.

- 10 (b) In accordance with Articles 5.1 and 5.6 of the Articles of Association, it is proposed that the General Meeting of Shareholders appoints 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 authorized to issue common shares - including granting the right to subscribe for common shares - at such a price, and on 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 stock option plans for employees and the stock option plan for the Management Board.
- 10 (c) In accordance with Article 7.5 of the Articles of Association, it is proposed that the General Meeting of Shareholders appoints 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 authorized to limit or

exclude any pre-emptive rights of existing shareholders' when common shares or rights to subscribe for common shares are issued.

Agenda Item 11

Authorization of the Management Board to repurchase common shares in the Company

This item will be voted on.

In accordance with Article 8.1 of the Articles of Association, it is proposed that the General Meeting of Shareholders authorizes the Management Board, subject to the Supervisory Board's approval, for an 18-month period, to be calculated from the date of the Annual General Meeting to cause the Company to repurchase common shares in the Company up to a maximum of 10% of the issued capital 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.
