

ASM INTERNATIONAL N.V.

NOTICE OF 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MAY 16, 2013

TO OUR SHAREHOLDERS:

You are cordially invited to attend the 2013 Annual General Meeting of Shareholders of ASM International N.V., a Netherlands public limited liability company, on Monday, May 16, 2013, at 2:00 p.m. CET, at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands, for the following purposes:

1. Opening remarks and announcements.
2. Management Board's report on financial year 2012.
3. 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, 2012.
4. To vote on our dividend proposal.
5. To discharge the members of the Management Board from liability in relation to the exercise of their duties.
6. To discharge the members of the Supervisory Board from liability in relation to the exercise of their duties.
7. To reappoint members to the Supervisory Board.
8. To appoint our independent public certified accountants for the fiscal year ending December 31, 2013.
9. 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.
10. 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.
11. To vote on a proposal to amend our Articles of Association relating to the Management and Supervision Act.
12. Discussion of outcome of market valuation study of the Company and action taken in connection therewith.
13. To vote on a proposal to (a) amend our Articles of Association to increase and decrease the par value of our common shares, and (b) approve an extraordinary distribution of € 4.25 per common share by way of repayment of capital.
14. Any other business.

15. Closure.

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

All shareholders of record on April 18, 2013 are entitled to vote at the Annual General Meeting, provided that the notice and/or any other applicable documentation as set forth below has been timely received by us. As of April 1, 2013, we had 63,169,136 common shares, par value €0.04 per share, no preferred shares and no financing preferred shares outstanding. Each common share entitles the holder to one vote on all matters. Each preferred share entitles the holder to one thousand votes 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. 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 10:00 a.m. EDT, on May 14, 2013. 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.

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

On behalf of the Management Board,

/s/ Charles D. (Chuck) del Prado

Almere, the Netherlands
April 19, 2013

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

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL 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

**2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS
May 16, 2013**

Your vote is very important. For this reason, the Management Board is requesting that you allow your common stock to be represented at the Annual 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,” “us,” the “Company” and “ASMI” refer to ASM International N.V. This proxy statement is first being sent to our shareholders on or about April 19, 2013.

GENERAL INFORMATION

- Who can vote?* You are entitled to vote your common stock or preferred stock held in registered form if our records show that you hold your shares as of the close of business on April 18, 2013 (the “Record Date”). On April 1, 2013, 63,169,136 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.
- 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 10:00 a.m. EDT, on May 14, 2013.

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 Annual 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 all proposals.

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 annual meeting?

If you are a holder of record as of the Record Date, you may attend the annual meeting. If you plan to attend the annual 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 10:00 a.m. EDT, on May 14, 2013. 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?

The Agenda Item proposals requiring shareholder action, other than the proposals in Agenda Items 7, 9(b) and 13, 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. Abstentions and broker non-votes are not considered cast for this purpose and accordingly have no effect.

The proposals in Agenda Item 7 will be adopted unless a majority of the votes cast is negative and provided that such majority represents at least one third of

the Company's issued share capital.

The proposal in Agenda Item 9(b) 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, the proposal in Agenda Item 9(b) 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.

The proposal in Agenda Item 13 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, the proposal in Agenda Item 13 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 annual meeting or voting, please contact Petra van Eijk, Assistant to the CEO, by telephone at +31 88 100 85 72, or by email at petra.van.eijk@asm.com.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON
MAY 16, 2013**

The proxy statement is available at <http://www.asm.com/en/Pages/ForShareholders.aspx> and the 2012 Annual Report is available at <http://www.asmi-annualreport.com/2012/>.

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 2013 Annual General Meeting of Shareholders are also available at the above Internet address.

**AGENDA ITEM NO. 1
OPENING/ANNOUNCEMENTS**

The meeting will be convened and called to order with general announcements regarding the format and conduct of the meeting.

No shareholder action is required for this Agenda Item No. 1.

**AGENDA ITEM NO. 2
MANAGEMENT BOARD'S REPORT ON FINANCIAL YEAR 2012**

The Management Board will report on the business and results of operations for the financial year 2012.

No shareholder action is required for this Agenda Item No. 2.

**AGENDA ITEM NO. 3
ADOPTION OF THE FINANCIAL STATEMENTS FOR
THE FISCAL YEAR ENDED DECEMBER 31, 2012**

Our 2012 Annual Report on Form 20-F was filed with the Securities and Exchange Commission on April 4, 2013. Among other matters, the Annual Report sets forth our balance sheet and statement of operations and notes thereto for the fiscal year ended December 31, 2012, all of which have been audited and certified by our independent public accountants, Deloitte Accountants B.V. We also prepare statutory financial statements required by the laws of the Netherlands. These statutory financial statements are identical to those contained in the Annual Report, except for certain differences in format and presentation and except for the items explained in Annex A attached hereto, which are required by applicable Dutch law. The Annual Report and copies of these statutory financial statements are available on or after April 4, 2013 for inspection by the shareholders at our office at Versterkerstraat 8 in Almere, the Netherlands and at ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands and are available to shareholders free of charge on request through ABN AMRO Bank N.V. (telephone: (+31) (0) 20 344 2000) , at the 2013 Annual General Meeting and on our website at <http://www.asmi-annualreport.com/2012/>.

The Supervisory Board and Management Board unanimously recommend that shareholders vote **FOR** the adoption of the financial statements including the balance sheet and the statement of operations and the notes thereto for the fiscal year ended December 31, 2012 in the form of the statutory financial statements referred to above.

Shareholder action is requested regarding the proposal in Agenda Item No. 3.

**AGENDA ITEM NO. 4
ADOPTION OF DIVIDEND PROPOSAL**

The Supervisory Board proposes declaring a dividend of €0.50 per common share to shareholders holding common shares as of May 22, 2013, to be paid from the Company's available reserves. The net earnings for fiscal year 2012 have been added to the accumulated

deficit/net earnings. The dividend amount of €0.50 per common share shall be payable on May 30, 2013.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the declaring of a dividend of €0.50 per common share.

Shareholder action is requested regarding the proposal in Agenda Item No. 4.

AGENDA ITEMS NO. 5 AND NO. 6
DISCHARGE OF LIABILITY OF THE MEMBERS OF THE MANAGEMENT BOARD
FOR THEIR MANAGEMENT AND DISCHARGE OF LIABILITY OF MEMBERS OF
THE SUPERVISORY BOARD FOR THEIR SUPERVISION

It is Dutch corporate practice to discharge the members of the Management Board and the Supervisory Board from liability in relation to the exercise of their duties, respectively, during the previous financial year, at the Annual General Meeting of Shareholders.

The effect of such discharge is that neither we nor the shareholders can hold a discharged Management Board or Supervisory Board member liable for acts known or knowable to us or our shareholders. However, there are two important limitations:

- (i) The scope of the discharge is confined to acts evidenced by or discernible from the annual report and/or financial statements, or other information provided to the shareholders at the Annual General Meeting. Consequently, the discharge does not extend to actions that are concealed or unapparent from such annual report and/or the financial statements or such other information; and
- (ii) Only the internal liability, that is, the liability of each of the Management Board and Supervisory Board members to us and our shareholders, is covered by the discharge. The discharge does not extend to claims brought by third parties, including a trustee in bankruptcy in a bankruptcy proceeding involving us.

Proposal No. 5:

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the granting of discharge of liability to the members of the Management Board in relation to the exercise of their duties in the financial year 2012.

Proposal No. 6:

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the granting of discharge of liability to the members of the Supervisory Board in relation to the exercise of their duties in the financial year 2012.

Shareholder action is requested regarding the proposals in Agenda Items No. 5 and No. 6.

AGENDA ITEM NO. 7
APPOINTMENT OF MEMBERS TO THE SUPERVISORY BOARD

Proposal No. 7(a). Appointment of a member to the Supervisory Board for a four-year period expiring on the date of the Annual General Meeting in 2017.

In accordance with the applicable rotation scheme, the term of Mr. Gert-Jan Kramer expires on the date of this Annual General Meeting. The Supervisory Board proposes to reappoint Mr. Gert-Jan Kramer to the Supervisory Board for an additional four-year period expiring on the date of the Annual General Meeting in 2017. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 133, Volume 2 of the Dutch Civil Code to reappoint Mr. Kramer to the Supervisory Board.

Gert-Jan Kramer was elected to the Supervisory Board in May 2009 and is currently Chairman of the Supervisory Board. Mr. Kramer served as President and Chief Executive Officer of Fugro N.V. for more than 20 years until his retirement in 2005. Fugro N.V., a Dutch geotechnical engineering group, collects and interprets data related to the earth's surface and seabed, principally for the oil, gas, mining and construction industries. From 1977 through to 1983, Mr. Kramer was Director at Broekhoven Baggermaatschappij Zeist (today part of Van Oord N.V.). He also worked as a project manager at Koninklijke Adriaan Volker Groep (today Koninklijke Volker Wessels Stevin N.V.), with the Royal Dutch Navy and as Design Engineer at the Department of Maritime Construction of the Dutch Government.

Mr. Kramer currently serves on the supervisory boards of Fugro N.V., Damen Shipyards Group and Energie Beheer Nederland B.V. He is Chairman of the Supervisory Board of the Delft Technical University and board member of the following organisations: Stichting Preferente Aandelen Arcadis N.V., Stichting Pieterskerk Leiden, Stichting Museum Beelden aan Zee, the Concertgebouw Fonds, PKN (Protestant Churches in the Netherlands, service organisation), Amsterdam Sinfionetta and Residentie Orkest. Furthermore, Mr. Kramer is a member of the commission C.A.P. van Stolk Prijs and advisory council of Nieuwe Kerk/Hermitage Amsterdam and the Frans Hals Museum Haarlem.

Mr. Kramer was also a member of the Dutch Corporate Governance Code Monitoring Committee. Mr. Kramer currently owns no shares in the Company.

With reference to Article 22.9 of the Articles of Association, the Supervisory Board is pleased to confirm that Mr. Kramer has more than adequately fulfilled his duties as a Supervisory Board member over the past years.

The Supervisory Board and Management Board unanimously recommend a vote for reappointment of Mr. Gert-Jan Kramer to the Supervisory Board to serve until 2017.

Shareholder action is requested regarding the proposal in Agenda Item No. 7(a).

Proposal No. 7(b). Appointment of a member to the Supervisory Board for a four-year period expiring on the date of the Annual General Meeting in 2017.

In accordance with the applicable rotation scheme, the term of Mr. Jan Lobbezoo expires on the date of this Annual General Meeting. The Supervisory Board proposes to reappoint Mr. Jan Lobbezoo to the Supervisory Board for an additional four-year period expiring on the date of

the Annual General Meeting in 2017. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 133, Volume 2 of the Dutch Civil Code to reappoint Mr. Lobbezoo to the Supervisory Board.

Jan Lobbezoo was elected a member of the Supervisory Board in May 2009. Mr. Lobbezoo retired in the beginning of 2007 from the Royal Philips Group. He served last as Executive Vice-President Philips International with the responsibility of financial oversight of several minority shareholdings. Mr. Lobbezoo joined the Philips Group in May 1970 and his working experience has been mainly in senior financial management positions. Between May 1994 and September 2005 he served as Executive Vice-President and Chief Financial Officer of Philips Semiconductors (now NXP Semiconductors). He served until March 2007 for over 12 years on the Board of Taiwan Semiconductor Manufacturing Company (TSMC), the world largest semiconductor foundry organization. He remains an advisor to TSMC, specifically in the area of U.S. governance, international reporting and financial review.

Mr. Lobbezoo was also non-executive director of TMC Group N.V., a Dutch high-tech secondment services company, which was quoted on the NYSE Alternext Stock Exchange Amsterdam until it was delisted earlier this year after acquisition by Gilde Buy-Out Partners.

Mr. Lobbezoo is currently on the management board of FEI Company, a leading nano technology equipment company listed on the Nasdaq Stock Exchange. Apart from the quoted companies listed above, Mr. Lobbezoo also serves on the (supervisory) boards of the following privately owned high-tech start-up companies: Mapper Lithography (Delft, the Netherlands), Mutracx (Helmond, the Netherlands), Salland Engineering (Zwolle, the Netherlands), ALSI (Beuningen, the Netherlands) and Point One Innovation Fund (Eindhoven, the Netherlands).

Mr. Lobbezoo holds a masters degree in Business Economics from the Erasmus University, Rotterdam, the Netherlands and obtained a post-graduate accountancy degree (*Register accountant*) at that University.

Mr. Lobbezoo currently holds no shares in the Company.

With reference to Article 22.9 of the Articles of Association, the Supervisory Board is pleased to confirm that Mr. Lobbezoo has more than adequately fulfilled his duties as a Supervisory Board member over the past years.

The Supervisory Board and Management Board unanimously recommend a vote for reappointment of Mr. Jan Lobbezoo to the Supervisory Board to serve until 2017.

Shareholder action is requested regarding the proposal in Agenda Item No. 7(b).

**AGENDA ITEM NO. 8
APPOINTMENT OF DELOITTE ACCOUNTANTS B.V.
AS INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

The Supervisory Board, so advised by its Audit Committee and the Management Board, unanimously recommend that Deloitte Accountants B.V., independent certified public accountants, be appointed by the shareholders to audit our financial statements for the fiscal year ending December 31, 2013. Deloitte Accountants B.V. has audited our financial statements

annually since 1969. A representative of Deloitte Accountants B.V. will be present at the Annual General Meeting.

The Supervisory Board and the Management Board unanimously recommend that the shareholders vote **FOR** the appointment of Deloitte Accountants B.V. as our independent certified public accountants for the fiscal year ending December 31, 2013.

Shareholder action is requested regarding the proposal in Agenda Item No. 8.

**AGENDA ITEM NO. 9
AUTHORIZATION TO ISSUE SHARES
AND DEVIATE FROM THE PRE-EMPTIVE RIGHTS OF SHAREHOLDERS**

Proposal No. 9(a). Authorization of the Management Board to issue common shares and grant rights to subscribe for common shares.

In accordance with Articles 5.1 and 5.6 of our Articles of Association, it is proposed that the General Meeting of Shareholders appoints the Management Board, for a period of 18 months commencing on the date of the 2013 Annual General Meeting, as the body of the Company that, subject to the approval of the Supervisory Board, is authorized to issue common shares – including granting the right to subscribe for such common shares – at such a price, and on such conditions as determined by the Management Board subject to the approval of the Supervisory Board as may be required. The number of common shares, including rights to subscribe for common shares, which the Management Board shall be authorized to issue shall be no more than 10% of the total 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 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 common shares is desirable.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the appointment of the Management Board, for a period of 18 months commencing on the date of the 2013 Annual General Meeting, as the body that, subject to the approval of the Supervisory Board, is authorized to issue common shares and grant rights to subscribe for common shares, in accordance with the terms, conditions and limitations set forth in this proposal.

Shareholder action is requested regarding the proposal in Agenda Item No. 9(a).

Proposal No. 9(b). Authorization of the Management Board to deviate from pre-emptive rights of shareholders.

In accordance with Article 7.5 of our Articles of Association, it is proposed that the General Meeting of Shareholders appoints the Management Board, for a period of 18 months commencing on the date of the 2013 Annual General Meeting, as the body of the Company that, subject to the approval of the Supervisory Board, is authorized to limit or exclude the pre-emptive rights of existing shareholders with respect to the issuance of common shares.

Pursuant to section 2:96a(7) of the Dutch Civil Code and in accordance with Article 7.6 of our Articles of Association, a resolution of the general meeting of shareholders to designate the

Management Board as the competent body to limit or exclude any pre-emptive rights of existing shareholders requires a majority vote of at least two thirds of the votes cast if less than 50% of the issued share capital of the Company is represented at the general meeting.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** the appointment of the Management Board, for a period of 18 months commencing on the date of the 2013 Annual General Meeting, as the body that, subject to the approval of the Supervisory Board, is authorized to limit or exclude the pre-emptive rights of existing shareholders with respect to the issuance of common shares.

Shareholder action is requested regarding the proposal in Agenda Item No. 9(b).

AGENDA ITEM NO. 10 AUTHORIZATION TO REPURCHASE COMMON SHARES

Our Articles of Association provide that a repurchase of our outstanding shares is subject to the authorization of our General Meeting. In accordance with Article 8.1 of our Articles of Association, it is proposed that the General Meeting of Shareholders authorizes the Management Board, for a period of 18 months commencing on the date of the 2013 Annual General Meeting to cause us to repurchase, subject to the prior approval of the Supervisory Board, for consideration, our issued and outstanding common shares up to a maximum of 10% of our issued capital, at such time, if any, and on such terms as the Management Board, with the approval of the Supervisory Board, shall determine in its discretion, subject to the following sentence. Any such repurchase shall be at a price between the par value of the share and 110% of the market price, where market price shall be understood as the average closing price per share calculated over the five business days preceding the day of the repurchase as reported on the NYSE Euronext Amsterdam stock exchange.

The Supervisory Board and Management Board unanimously recommend that the shareholders vote **FOR** so authorizing the Management Board for a period of 18 months commencing on the date of the 2013 Annual General Meeting to cause us to repurchase, subject to the prior approval of the Supervisory Board, for consideration, our issued and outstanding common shares up to a maximum of 10% of our issued capital at such time, if any, and on such terms as the Management Board, with the approval of the Supervisory Board, determines in its discretion.

Shareholder action is requested regarding the proposal in Agenda Item No. 10.

AGENDA ITEM NO. 11
AMENDMENT OF OUR ARTICLES OF ASSOCIATION RELATING TO THE
MANAGEMENT AND SUPERVISION ACT

Proposal No. 11. Amendment to Articles of Association relating to the Management and Supervision Act.

In accordance with Article 34 of our Articles of Association, the Management Board and the Supervisory Board propose to amend our Articles of Association relating to certain changes pursuant to the Management and Supervision Act (*Wet Bestuur en Toezicht*), which came into force on January 1, 2013, as described in Amendment I attached hereto as Annex B. Amendment I has been made available for inspection at the Company's offices and at the offices of ABN AMRO Bank N.V., from the date of the notice convening this Annual General Meeting of Shareholders. Amendment I has also been posted on the Company's website under "Proposal to amend the Articles of Association," at <http://www.asm.com/en/Pages/ForShareholders.aspx>.

Under the new legislation, a conflict of interest does not impair on the authority of a member of the Management Board to represent the Company. As a result, Article 21.2 of our Articles of Association is obsolete. Therefore, it is proposed to delete Article 21.2 of our Articles of Association.

By a vote in favor of this proposed amendment, the Annual General Meeting of Shareholders shall be deemed to have authorized each member of the Management Board as well as each civil-law notary (*notaris*) and prospective civil-law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign the deed of such amendment and to undertake all other activities the authorized person deems necessary or useful.

The Supervisory Board and the Management Board each unanimously recommend that you vote **FOR** Proposal No. 11, approving Amendment I of the Amended and Restated Articles of Association as set forth in Annex B attached to this Proxy Statement

Shareholder action is requested regarding the proposal in Agenda Item No. 11.

AGENDA ITEM NO. 12
MARKET VALUATION OF THE COMPANY

At our Annual General Meeting of Shareholders held in May 2012, we announced that we would carry out a study into the causes of the lack of recognition by the markets of the value of our combined businesses (Front-end and Back-end).

Following that announcement, we engaged Morgan Stanley & Co. International plc ("Morgan Stanley") and The Hong Kong and Shanghai Banking Corporation Limited ("HSBC Bank") to act as our financial advisers and to assist us in carrying out the study.

The study was initiated shortly after our 2012 Annual General Meeting of Shareholders. Each of our financial advisers independently carried out an investigation involving frequent discussions with our Management Board and legal and tax advisers. The advisers also presented their findings to our Supervisory Board.

No single or predominant factor was identified in causing the valuation discrepancy. However, a number of causes and circumstances were identified as potentially influencing the valuation discrepancy, including a holding company discount related to the current corporate structure.

Subsequently, an analysis was conducted by the Company in close cooperation with its advisers of the various potential courses of action, including those suggested by shareholders. The alternatives that were investigated included a full or partial placement or sale of our stake in ASM PT, a spin-off of shares in ASM Pacific Technology Ltd. ("ASM PT") and several merger alternatives.

As part of this analysis, we carefully considered the interests of us, our shareholders and other relevant stakeholders. We also took into account the various operational connections between the Front-end business and the Back-end business as well as potential accounting, legal and tax implications and execution risks.

Our Management Board and Supervisory Board concluded that a partial secondary placement of 8-12% of our stake in ASM PT was the most suitable step to be taken to address the non-recognition by the markets of the value of our combined businesses. This course of action has been chosen taking into account, among other things, equity market capacity, tax efficiency and ongoing corporate stability at ASMI and ASM PT. This step provides flexibility for further action, if deemed appropriate.

The board of directors of ASM PT expressed its support for the secondary placement. In addition thereto, certain of our major shareholders, representing approximately 27% of our total outstanding shares, were consulted in advance with regard to this proposed action and expressed support thereof.

Subsequently, on March 13, 2013, we announced the completion of the study and simultaneously the placement of a total of 47,424,500 common shares of ASM PT at a price of HK\$ 90.00 per share through a partial secondary share placement representing a 12% stake in ASM PT (the "Placement"). The Placement was effected by an accelerated bookbuilt offering. The shares in ASM PT were sold to institutional and other professional investors globally.

The Placement generated cash proceeds for us in the gross amount of HK\$ 4,268,205,000 (approximately €422 million). We propose to distribute €4.25 per common share to our shareholders, representing approximately 65% of the cash proceeds from the Placement. More information about this distribution is set out in agenda item 13. This distribution will be in addition to the proposed dividend of €0.50 per common share as proposed under agenda item 4. The remainder of the proceeds of the Placement will be used to further strengthen the business of the Company.

Following the Placement, we own 40.08% of the outstanding common shares of ASM PT and as of today continue to be the largest shareholder of ASM PT.

No shareholder action is required for this Agenda Item No. 12.

AGENDA ITEM NO. 13
AMENDMENT OF OUR ARTICLES OF ASSOCIATION RELATING TO THE
INCREASE AND DECREASE IN PAR VALUE OF OUR COMMON SHARES, AND
PROPOSED EXTRAORDINARY DISTRIBUTION OF €4.25 PER COMMON SHARE
BY WAY OF REPAYMENT OF CAPITAL

Proposal No. 13. Amendment to Articles of Association relating to the Increase and decrease of the par value of our common shares, and proposed extraordinary distribution of €4.25 per common share by way of repayment of capital.

A proposal will be made (a) to amend the articles as reflected in Amendments II(a) and II(b) attached hereto as Annex B to increase the par value of all one hundred ten million (110,000,000) common shares of the authorized capital of the Company from €0.04 to €4.29 and subsequently decrease the par value of all one hundred ten million (110,000,000) common shares of the authorized capital of the Company from €4.29 to €0.04, and (b) to approve an extraordinary distribution of €4.25 per common share by way of repayment of capital.

Such amendment of Article 3 of our Articles of Association to increase and decrease the par value of our common shares would be effected by the execution of the deed of amendment of the Articles of Association relating to the capital increase and the deed of amendment of the Articles of Association relating to the capital decrease.

In accordance with Article 34 of our Articles of Association, the Management Board and the Supervisory Board propose to amend our Articles of Association in accordance with Amendments II(a) and II(b), which have been made available for inspection at the Company's offices and at the offices of ABN AMRO Bank N.V., from the date of the notice convening this Annual General Meeting of Shareholders. Amendments II(a) and II(b) have also been posted on the Company's website, under "Proposal to amend the Articles of Association," at <http://www.asm.com/en/Pages/ForShareholders.aspx>.

By a vote in favor of this proposed amendment, the Annual General Meeting of Shareholders shall be deemed to have authorized each member of the Management Board as well as each civil-law notary (*notaris*) and prospective civil-law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign the deed of such amendment and to undertake all other activities the authorized person deems necessary or useful.

As described under Agenda Item 12 above, the Placement has generated cash proceeds in the gross amount of approximately €422 million. We propose to distribute €4.25 per common share to our shareholders (the "Distribution"). The Distribution is expected to become payable no later than on July 31, 2013. To effect the Distribution free of any Dutch withholding tax under current Dutch tax law, it is proposed that the Distribution be effected as a repayment to shareholders pursuant to a capital reduction by way of a reduction of the par value of the common shares.

Initially, the capital of the Company shall be increased and the increase shall be charged against the Company's share premium reserves and general reserves in a proportion to be determined on the basis of the measure by which shareholders of the Company qualify for an

exemption from being subject to dividend withholding tax. Subsequently, the capital of the Company shall be decreased and the Distribution shall be effected.

Pursuant to section 2:99(6) of the Dutch Civil Code, a resolution of the general meeting of shareholders to decrease the capital of the Company requires a majority vote of at least two thirds of the votes cast if less than 50% of the issued share capital of the Company is represented at the general meeting.

Pursuant to section 2:100(3) of the Dutch Civil Code, a resolution of the general meeting of shareholders to decrease the capital of the Company must be deposited at the Trade Register of the Dutch Chamber of Commerce and a notice of such deposition must be published in a national daily newspaper. Prior to two months after such publication, creditors of the Company may oppose the resolution to reduce the capital of the Company. Pursuant to section 2:100(5) of the Dutch Civil Code, the resolution to reduce the capital of the Company shall only be effective after the expiry of the two month period or, in the event of any creditors' opposition, after all objections are withdrawn or removed.

Once the resolution to reduce the capital of the Company has become effective in accordance with section 2:100(5) of the Dutch Civil Code, the following shall occur immediately in succession: (i) the execution of the deed of amendment of our Articles of Association relating to the capital increase, and (ii) the execution of the deed of amendment of our Articles of Association relating to the capital decrease.

Subject to the condition that no creditor's opposition has been made and that interim accounts evidence that the Distribution is permitted, the deed of amendment of the Articles of Association relating to the capital increase and the deed of amendment of the Articles of Association relating to the capital decrease is scheduled to be executed shortly after July 18, 2013 and the Distribution is expected to become payable no later than July 31, 2013.

The Supervisory Board and the Management Board each unanimously recommend that you vote **FOR** Proposal No. 13, approving Amendments II(a) and II(b) of the Amended and Restated Articles of Association as set forth in Annex B attached to this Proxy Statement, and approving an extraordinary distribution of €4.25 per common share.

Shareholder action is requested regarding the proposal in Agenda Item No. 13.

INFORMATION CONCERNING MEMBERS OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD

Set forth below are the names and biographical information regarding the members of our Supervisory Board and Management Board.

<u>Name</u>	<u>Year of Birth</u>	<u>Position</u>
Gert-Jan Kramer ²	1942	Chairman of the Supervisory Board (term expiring in 2013 at the Annual General Meeting; nominee for reappointment for a term to expire in 2017)
Johan M.R. Danneels ²	1949	Member of the Supervisory Board (term expires in 2016)
Heinrich W. Kreutzer ¹	1949	Member of the Supervisory Board (term expires in 2014)
Jan C. Lobbezoo ¹	1946	Member of the Supervisory Board (term expiring in 2013 at the Annual General Meeting; nominee for reappointment for a term to expire in 2017)
Martin C.J. van Pernis ²	1945	Member of the Supervisory Board (term expires in 2014)
Ulrich H.R. Schumacher ¹	1958	Member of the Supervisory Board (term expires in 2016)
Charles D. (Chuck) del Prado	1961	Chairman of the Management Board, President and Chief Executive Officer (Management Board term expires in 2014)
Peter A.M. van Bommel	1957	Member of the Management Board and Chief Financial Officer (Management Board term expires in 2014)

(1) Member of Audit Committee.

(2) Member of Nomination, Selection and Remuneration Committee.

Gert-Jan Kramer was elected to the Supervisory Board in May 2009 and is currently Chairman of the Supervisory Board. Mr. Kramer served as President and Chief Executive Officer of Fugro N.V. for more than 20 years until his retirement in 2005. Mr. Kramer currently serves on the Supervisory Boards of Damen Shipyards Group N.V. as Vice-Chairman and Delft Technical University as Chairman, and is a member of the Supervisory Boards of Fugro N.V., Bronwaterleiding Doorn and Energie Beheer Nederland BV. Mr. Kramer is also on the Board of the Service Organization Protestant Churches in the Netherlands (Chairman), Foundation of Friends of the Pieterskerk Leiden (Chairman) and the Pieterskerk Leiden (Chairman), the Foundation Beelden aan Zee, the Frans Hals Museum, De Nieuwe Kerk Amsterdam, the Amsterdam Sinfonietta (Chairman), the Hague Philharmonic (Chairman) and the Concertgebouw Fund Foundation.

Johan M.R. 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, Dr. Danneels founded Essensium N.V., a spin-off from the research institute IMEC of which he was been chairman from 2000 to 2005. Dr. Danneels served recently as Groups Vice President of STMicroelectronics. Prior to that, he was 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 KULeuven, Belgium and a MBA degree from Boston University.

Heinrich W. Kreutzer was elected a member of the Supervisory Board in November 2006. Mr. Kreutzer is currently on the Board of Directors of Micronas Semiconductor AG (Chairman) in Zurich, Switzerland, Micronas Semiconductor GmbH (Chairman) in Freiburg, Germany, and BKtel Communications GmbH (Chairman) in Germany. He worked at several companies, including General Telephone & Electronics in Waltham, USA, and Alcatel in Stuttgart, Germany. From 2004 to April 2006, he was Managing Director of Kabel Deutschland GmbH in Munich, Germany. From 1999 to 2003, Mr. Kreutzer was a member of the Management Board, and was the Chief Operating Officer and Chief Technology Officer of Alcatel SEL AG. Mr. Kreutzer is 'Diplom-Ingenieur' and 'Diplom-Ökonom'. He studied at the Technical University of Berlin and the University of Hagen.

Jan C. Lobbezoo was elected a member of the Supervisory Board in May 2009. Mr. Lobbezoo served as Executive Vice-President and Chief Financial Officer of Royal Philips Electronics semiconductor division from 1994 until 2005. He was a member of the board of Taiwan Semiconductor Manufacturing Company (TSMC) for 12 years until 2007, and remains its advisor, specifically in the areas of US corporate governance, international reporting and financial review. He is on the Board of FEI, a US-based nano-technology equipment company and on the One-tier Board of TMC Group NV (Non-Executive Member). He is also on the Supervisory Board of Mapper Lithography (Chairman), Mutracx B.V. (Chairman), Salland Engineering BV (Chairman), ALSI NV and Point One Innovation Fund (Chairman). Mr. Lobbezoo holds a master degree in Business economics from the Erasmus University Rotterdam, the Netherlands and is a Dutch Registered Accountant.

Martin C.J. van Pernis was elected a member of the Supervisory Board in May 2010. Mr van Pernis retired from the Siemens Group in the end of 2009. In his last position as chairman of the management board of Siemens Nederland NV, Mr van Pernis had the responsibility of oversight of all Siemens' activities in the Netherlands. Mr van Pernis joined Siemens in 1971 and his working experience has been mainly in senior management positions. Mr van Pernis is on the Supervisory Boards of Batenburg Techniek NV (Chairman), Dutch Space BV, a subsidiary of EADS (Chairman), Aalberts Industries NV (Vice Chairman), Feyenoord Rotterdam NV, GGZ Delfland (Chairman), SFG/Vietland Group (Chairman), The Platform "Vernieuwing Bouw" (Chairman). He is also President of the Royal Institute of Engineers (KIVI NIRIA).

Ulrich Schumacher was elected a member of the Supervisory Board in 2008. Currently, Dr. Schumacher is managing partner of CGS Consulting. His previous appointments include serving as Chief Executive Officer and President of Grace Semiconductor Manufacturing Corporation in Shanghai, Operating Partner of Francisco Partners in Menlo Park, United States, and President and Chief Executive of Infineon Technologies AG, a worldwide leading semiconductor company. Prior to that, Dr. Schumacher held various management positions at the Semiconductor Group of Siemens AG (1986 - 1999). In 1996, he was appointed President and Chief Executive Officer of Siemens Semiconductor Group, and in 1998, he became a member of the board of Siemens AG. Dr. Schumacher is on the Supervisory Board of Siano Mobile Silicon and PACT XPP Technologies AG (Chairman). He holds a Ph.D. in Electrical Engineering and Business Administration from the University of Aachen, Germany, and has completed further education in Business Administration.

Charles D. (Chuck) del Prado became a member of the Management Board in May 2006 and the President and Chief Executive Officer on March 1, 2008. From January 1, 2008 until February 29, 2008, he was the Executive Vice President Front-end Operations. He was President and General Manager of ASM America from February 2003 until August 2007. In March 2001, he was appointed Director Marketing, Sales & Service of ASM Europe. From February 1996 to 2001, he held various management positions at ASML in manufacturing and sales in Taiwan and in the Netherlands. Mr. del Prado worked at IBM Nederland N.V. from 1989 to 1996 in several marketing and sales positions. Mr. del Prado received a Master of Science degree in Industrial Engineering and Technology Management from the University of Twente, the Netherlands.

Peter A.M. van Bommel became a member of the Management Board in July 2010 and Chief Financial Officer on September 1, 2010. Mr. van Bommel has more than twenty years of experience in the electronics and semiconductor industry. He spent most of his career at Philips, which he joined in 1979. From the mid-1990s until 2005 Mr. van Bommel acted as CFO of several business units of the Philips group. Between 2006 and 2008 he was CFO at NXP (formerly Philips Semiconductors) and was CFO of Odersun AG, a manufacturer of thin-film solar cells and modules until August 31, 2010. In April 2012, Mr. van Bommel was appointed a member of the Supervisory Board and a member of the Audit Committee of the Royal KPN NV. Mr. van Bommel holds a Master's degree in economics from the Erasmus University, Rotterdam, the Netherlands.

Under Netherlands law, the Supervisory Board has the duty to supervise and advise the Management Board. Persons nominated by the Supervisory Board to be appointed by the shareholders to the Supervisory Board are elected if they receive a majority of the votes cast at a General Meeting of Shareholders. Nominees to the Supervisory Board who are not proposed by the Supervisory Board are appointed if they receive the affirmative vote of a majority of the votes cast at a meeting, if such affirmative votes represent at least one-third of our issued capital. A resolution to remove a member of the Supervisory Board, other than in accordance with a proposal by the Supervisory Board, requires the affirmative vote of a majority of the votes cast, which affirmative votes represent at least one-third of our issued capital. The Supervisory Board members serve an initial maximum four year term, and may be re-elected twice.

The Management Board is entrusted with our management under the supervision of the Supervisory Board and has the general authority to enter into binding agreements with third parties. Persons nominated by the Supervisory Board to be appointed by the shareholders to the Management Board are elected if they receive a majority of the votes cast at a General Meeting of Shareholders. Nominees to the Management Board who are not proposed by the Supervisory Board are appointed if they receive the affirmative vote of a majority of the votes cast at a meeting, if such affirmative votes represent at least one-third of our issued capital. A Management Board member may at any time be suspended by the Supervisory Board. A Management Board member may, in accordance with a proposal of the Supervisory Board, be dismissed by the General Meeting of Shareholders with a majority of the votes cast. A resolution to suspend or to dismiss a member of the Management Board, other than in accordance with a proposal of the Supervisory Board, requires the affirmative vote of a majority of the votes cast at a meeting, which affirmative votes represent at least one-third of our issued capital. The Management Board members serve an initial maximum four year term, and may be re-elected for indefinite additional terms.

Currently, our Management Board consists of Charles D. (Chuck) del Prado and Peter A.M. van Bommel.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Stichting Continuïteit ASM International

On May 28, 1997, 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, amongst others, acquire, own and vote our preferred shares in order to maintain our independence and/or continuity and/or identity. The members of the board of Stichting are:

Michael 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

On May 14, 2008, Stichting exercised its right to acquire preferred shares in the Company and acquired 21,985 preferred shares representing 21,985,000 votes, which constituted 29.9% of the total voting power of our outstanding capital stock as of May 14, 2008. Stichting paid € 219,850, which constituted one-fourth of the nominal value of the preferred shares acquired, in accordance with the option agreement. This amount was paid by Stichting using an existing credit line. On May 14, 2009, the Annual Meeting of Shareholders resolved to cancel the outstanding preferred shares and to reissue an option to Stichting to acquire preferred shares. This resolution has been implemented.

During 2008, two ASMI shareholders requested the Dutch Enterprise Court to investigate certain matters in relation to the issuance of preferred shares to Stichting. In August 2009, the Enterprise Court ordered an inquiry in respect of the affairs of the Company. In July 2010, the Dutch Supreme Court annulled the order of the Enterprise Court and remanded the decision to the Enterprise Court to consider certain observations of the Supreme Court. The Enterprise Court dismissed the inquiry in June 2011, and the plaintiffs appealed the dismissal ruling to the Dutch Supreme Court. On March 30, 2012, the Dutch Supreme Court confirmed the decision of the Enterprise Court and ordered the shareholders to pay the Company's legal expenses.

THE SUPERVISORY BOARD AND ITS COMMITTEES

The Supervisory Board currently is composed of six members. The Supervisory Board supervises the policies of the Management Board and the general course of our business and the management actions relating thereto. The Management Board is responsible for supplying the Supervisory Board in a timely manner with all information that the Supervisory Board requires for the performance of its task.

The Supervisory Board has, in accordance with the Dutch Corporate Governance Code, drawn up a profile for its own composition, which is posted on our website. The Supervisory Board consists of at least two members. The members should operate independently of and critically with regard to each other, within a good relationship of mutual trust. They should be experienced in the management of an international, publicly listed company and have sufficient time available to fulfill the function of a Supervisory Board member. The Supervisory Board members appoint a chairman from amongst their midst.

All of our Supervisory Board members meet the independence requirements of the Listing Rules of the Nasdaq Stock Market.

The Supervisory Board held a total of 9 meetings with the Management Board during the year ended December 31, 2012. The Supervisory Board has an Audit Committee and a Nomination, Selection and Remuneration Committee, which are standing committees.

Audit Committee. The Audit Committee has a supervisory task with regard to monitoring the integrity of our financial reports and risk management. The Audit Committee consists of Mr. Lobbezzoo (Chairman), Mr. Kreutzer and Mr. Schumacher. The Audit Committee supervises the activities of the Management Board with respect but not limited to:

- the operation of the internal risk management and control systems, including supervision of the enforcement of the relevant legislation and regulations, and supervising the operation of codes of conduct;
- our release of financial information;
- compliance with recommendations and observations of external auditors;
- our policy on tax planning;
- relations with the external auditor, including, in particular, its independence, remuneration and any non-audit services performed for us;
- our financing and financial position; and
- the applications of information and communication technology (ICT).

The Audit Committee meets periodically to nominate a firm to be appointed as independent auditors to audit the financial statements and to perform services related to the audit, to review the scope and results of the audit with the independent auditors, to review with management and the independent auditors our annual operating results and to consider the adequacy of the internal accounting procedures and the effect of the procedures relating to the auditor's independence.

The Supervisory Board has determined that the composition of the Audit Committee, the attributes of its members and the responsibilities of the Audit Committee, as reflected in its charter, are in accordance with applicable Nasdaq Listing Rules for audit committees; particularly, all Audit Committee members possess the required level of financial literacy and meet the independence requirements of Nasdaq Listing Rule 4350(d)(2)(A). The Supervisory Board has determined that Mr. Lobbezoo qualifies as an “audit committee financial expert” as defined in Item 407(d) of Regulation S-K of the U.S. Securities and Exchange Commissions.

Nomination, Selection and Remuneration Committee. The nomination, selection and remuneration committee advises the Supervisory Board on matters relating to the selection and nomination of individuals for membership on the Management Board and Supervisory Board. The committee further monitors and evaluates the remuneration policy for the Management Board and some of our other senior executives. This committee consists of Mr. Kramer (Chairman), Mr. van Pernis and Dr. Danneels.

Shareholders wishing to communicate with the Supervisory Board or with a Supervisory Board member should address communications to the Supervisory Board or the particular Board member, c/o Petra van Eijk, Assistant to the CEO, as follows:

Versterkerstraat 8
1322 AP
Almere, the Netherlands
Tel: +31 88 100 85 72
Fax: +31 88 100 88 30
E-mail: petra.van.eijk@asm.com

These communications will be forwarded to the individual Supervisory Board member or the entire Supervisory Board as appropriate.

COMPENSATION OF SUPERVISORY AND MANAGEMENT BOARD MEMBERS

The following table sets forth as to all current members of the Management Board of the Company, information concerning all remuneration from the Company (including its subsidiaries) for services in all capacities:

(in thousands of euros)							Year ended December 31,	
							2012	2011
	Base compensation	Bonuses	Pensions	Share based payment expenses ¹	Other	Total	Total	
Management Board:								
C.D. del Prado	510	177	76	398	59	1,220 ²	1,146	
P.A.M. van Bommel	367	144	88	325	59	983 ²	834	
Supervisory Board:								
Gert-Jan Kramer	68	-	-	-	-	68	68	
J.M.R. Danneels	50	-	-	-	-	50	50	
H.W. Kreutzer	50	-	-	-	-	50	50	
Jan C. Lobbezoo	53	-	-	-	-	53	53	
M.C.J. van Pernis	50	-	-	-	-	50	50	
U.H.R. Schumacher	50	-	-	-	-	50	50	

- (1) These amounts represent the vesting expenses related to the financial year.
- (2) A one-time crisis levy of 16% as imposed by the Dutch government amounts to EUR 175 in total. This crisis tax levy is payable by the employer and is charged over income of employees exceeding a EUR 150 threshold in 2012. These expenses do not form part of the remuneration costs mentioned.

For further information regarding remuneration of members of our Management Board, see our Remuneration Policy, which is posted on our website at

<http://www.asm.com/en/Pages/CorporateGovernance.aspx>.

We generally contribute to investment funds managed by outside fund managers on behalf of all of our employees. None of the funds so contributed are separately earmarked for directors or senior management.

We granted stock options to certain employees during the 2012 fiscal year. For information regarding such options, see Notes 20 and 30 to the Consolidated Financial Statements in our 2012 Annual Report. Supervisory Board members hold no options. As of December 31, 2012, options to acquire 467,645 common shares were held by Management Board members, some at an exercise price of US \$11.35 and some at exercise prices ranging from € 12.71 – €27.04, with expiration dates from 2013 to 2019.

CODE OF ETHICS AND ANTI-FRAUD POLICY

We have adopted a Code of Ethics and Anti-Fraud Policy that applies to our employees, including our Chief Executive Officer, our Chief Financial Officer and our principal accounting officer. Our Code of Ethics and related policies are posted on our website, at **<http://www.asm.com/en/Pages/CorporateGovernance.aspx>**.

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

The following table presents information regarding the share ownership and option ownership of our share capital stock as of December 31, 2012 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> ⁽¹⁾
Peter A.M. van Bommel	-	118,000	-
Johan M.R. Danneels	-	-	-
Gert-Jan Kramer	-	-	-
Heinrich W. Kreutzer	-	-	-
Jan C. Lobbezoo	-	-	-
Martin C.J. van Pernis	-	-	-
Ulrich H.R. Schumacher	-	-	-
Charles D. (Chuck) del Prado	845,945 ⁽²⁾	349,645	1.3%

*Less than 1%.

(1) Calculated on the basis of 63,095,986 common shares outstanding as of December 31, 2012, and 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) of the table below.

The following table sets forth information with respect to the ownership of our common shares as of March 15, 2013 by each beneficial owner known to us of more than 5% of our common shares:

	<u>Number of Shares</u>	<u>Percent</u> ⁽¹⁾
Arthur H. del Prado ⁽²⁾	11,346,323	17.96%
Aberdeen Asset Managers Ltd ⁽³⁾	8,351,517	9.87%
Capital Research and Management Company ⁽⁴⁾	3,237,708	5.13%

(1) Calculated on the basis of 63,169,136 common shares outstanding as of March 15, 2013, and 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 Charles D. (Chuck) del Prado, Arthur H. del Prado's son.

(3) Derived from the register of notifications on substantial holdings in issuing institutions filed August 14, 2012 with the Netherlands Authority for the Financial Markets.

(4) Derived from the register of notifications on substantial holdings in issuing institutions filed March 15, 2013 with the Netherlands Authority for the Financial Markets.

RELATIONSHIP WITH INDEPENDENT AUDITORS

Our principal independent auditing firm during the year ended December 31, 2012 was Deloitte Accountants B.V., independent certified public accountant. Deloitte Accountants B.V., and its predecessors, have audited our financial statements annually since 1969.

Audit fees.

Deloitte Accountants B.V., its affiliates, and its member firms (“Deloitte”) billed us an aggregate of approximately €1,345,000 and €1,195,000 for the audit of our Consolidated Financial Statements for the years ended December 31, 2011 and 2012, respectively, and certain agreed upon procedures regarding our quarterly financial results. These amounts accounted for 77% and 77% of the total fees billed to us by Deloitte in 2011 and 2012, respectively.

Audit-related fees.

Deloitte billed us an aggregate of approximately €193,000 and €115,000 for fees for audit related services for the years ended December 31, 2011 and 2012, respectively. These amounts accounted for 11% and 7% of the total fees billed to us by Deloitte in 2011 and 2012, respectively.

Tax fees.

Deloitte billed us an aggregate of approximately €218,000 and €241,000 in 2011 and 2012, respectively, for tax services relating to tax compliance, tax planning and advice. These amounts accounted for 12% and 16% of the total fees billed to us by Deloitte in 2011 and 2012, respectively.

All other fees.

Deloitte billed us an aggregate of approximately €0 and €0 in 2011 and 2012, respectively, for all other services. These amounts accounted for 0% and 0% of the total fees billed to us by Deloitte in 2011 and 2012, respectively.

Audit Committee pre-approval policies.

The Audit Committee has determined that the provision of services by Deloitte described in the preceding paragraphs is compatible with maintaining Deloitte’s independence. All audit and permitted non-audit services provided by Deloitte during 2012 were pre-approved by the Audit Committee.

The Audit Committee has adopted the following policies and procedures for pre-approval of all audit and permitted non-audit services provided by our independent registered public accounting firm:

Audit Services. Management submits to the Audit Committee for pre-approval the scope and estimated fees for specific services directly related to performing the independent audit of our Consolidated Financial Statements for the current year.

Audit-Related Services. The Audit Committee may pre-approve expenditures up to a specified amount for services included in identified service categories that are related

extensions of audit services and are logically performed by the auditors. Additional services exceeding the specified pre-approved limits require specific Audit Committee approval.

Tax Services. The Audit Committee may pre-approve expenditures up to a specified amount per engagement and in total for identified services related to tax matters. Additional services exceeding the specified pre-approved limits, or involving service types not included in the pre-approved list, require specific Audit Committee approval.

Other Services. In the case of specified services for which utilizing our independent registered public accounting firm creates efficiencies, minimizes disruption, or preserves confidentiality, or for which management has determined that our independent registered public accounting firm possesses unique or superior qualifications to provide such services, the Audit Committee may pre-approve expenditures up to a specified amount per engagement and in total. Additional services exceeding the specified pre-approved limits, or involving service types not included in the pre-approved list, require specific Audit Committee approval.

OTHER MATTERS

We are not aware of any other matter which may come before the meeting. If any other matters are properly presented at the meeting for action, including without limitation a question of adjourning the meeting, the persons named in the proxies and acting thereunder will have discretion to vote on such matters in accordance with their best judgment.

ANNEX A

ASM INTERNATIONAL N.V.

RECONCILIATION US GAAP—IFRS

Accounting principles under IFRS

ASMI's primary consolidated financial statements are and will continue to be prepared in accordance with US GAAP. However, ASMI is required under Dutch law to report its Consolidated Financial Statements in accordance with International Financial Reporting Standards ("IFRS"). As a result of the differences between IFRS and US GAAP that are applicable to ASMI, the Consolidated Statement of Operations and Consolidated Statements of Financial Position reported in accordance with IFRS differ from those reported in accordance with US GAAP. The major differences relate to accounting for goodwill accounting for inventory obsolescence, accounting for debt issuance fees, accounting for development expenses and accounting for pension plans.

The reconciliation between IFRS and US GAAP is as follows:

	Net earnings (losses)	
	Year ended December 31,	
	2011	2012
US GAAP	316,164	40,431
Adjustments for IFRS:		
Pension expenses	-	(691)
Allowance for inventory obsolescence	(1,639)	335
Debt issuance expenses credit facility	(55)	446
Development expenses	8,908	8,650
Tax rate differences on eliminated intercompany profits	768	(718)
Total adjustments	7,982	8,022
IFRS	324,146	48,453
IFRS allocation of net earnings (losses)		
Shareholders	194,385	15,903
Minority interest	129,761	32,550
	Total equity	
	December 31,	
	2011	2012
Total equity in accordance with IFRS	957,714	1,049,809
Adjustments for IFRS:		
Goodwill	(10,647)	(10,481)
Debt issuance expenses credit facility	(1,181)	(735)
Development expenses	43,741	51,386
Allowance for inventory obsolescence	1,626	2,009
Tax rate differences on eliminated intercompany profits	768	49
Pension plans	(179)	3,329
Total adjustments	34,127	45,557
Total shareholders' equity in accordance with US GAAP	991,841	1,095,366

ANNEX B

ASM INTERNATIONAL N.V.

Amendments I, II(a) and II(b) to Articles of Association

(attached)

Amendments to Articles of Association ASM International N.V. - 2013

Amendment I (amendment relating to the Management and Supervision Act)

Article 21 paragraph 2 will be removed, as a result whereof Article 21 paragraph 1 will become Article 21.

Representation

Article 21

~~21.1.~~ The managing board and each member of the managing board individually will be authorised to represent the company.

The company may also be represented by a proxy holder, with due observance, however, of the limitations set to his power.

~~21.2. In all events of a conflict of interest in the meaning of section 146, Volume 2 Dutch Civil Code, the company will, subject to the approval of the supervisory board, be represented in the manner as provided in the first sentence of the previous paragraph, without prejudice to the last sentence of section 146, Volume 2 Dutch Civil Code.~~

Amendment II(a) (amendment relating to capital increase)

Article 3 will be amended to read as follows:

Capital and shares

Article 3

The authorised capital of the company amounts to ~~nine million four hundred forty thousand euro (EUR 9,440,000.-)~~ **four hundred and seventy-six million nine hundred and forty thousand euros (EUR 476,940,000).**

It is divided into one hundred ten million (110,000,000) ordinary shares, each having a par value of ~~four cent (EUR 0.04)~~ **four euros and twenty-nine cents (EUR 4.29)**, eight thousand (8,000) finance preferred shares, each having a par value of forty euro (EUR 40.-) and one hundred eighteen thousand (118,000) preferred shares, each having a par value of forty euro (EUR 40.-).

Article 27.1 will be amended to read as follows:

Article 27

27.1. In the general meeting, each ordinary share gives the right to cast ~~one vote~~ **four hundred and twenty-nine votes**, each preferential finance share to cast ~~one~~ **four** thousand votes and each preferred share to cast ~~one~~ **four** thousand votes, without prejudice to the provisions in article 8, paragraph 5.

Amendment II(b) (amendment relating to capital decrease)

Article 3 will be amended to read as follows:

Capital and shares

Article 3

The authorised capital of the company amounts to ~~four hundred and seventy six million nine hundred and forty thousand euros (EUR 476,940,000)~~ **nine million four hundred forty thousand euro (EUR 9,440,000.-)**.

It is divided into one hundred ten million (110,000,000) ordinary shares, each having a par value of ~~four euros and twenty nine cents (EUR 4.29)~~ **four cent (EUR 0.04)**, eight thousand (8,000) finance preferred shares, each having a par value of forty euro (EUR 40.-) and one hundred eighteen thousand (118,000) preferred shares, each having a par value of forty euro (EUR 40.-).

Article 27.1 will be amended to read as follows:

Article 27

27.1 In the general meeting, each ordinary share gives the right to cast **one vote** ~~four hundred and twenty nine votes~~, each preferential finance share to cast **one** ~~four~~ thousand votes and each preferred share to cast **one** ~~four~~ thousand votes, without prejudice to the provisions in article 8, paragraph 5.