

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

Proposal 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.~~

Proposal 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.

Proposal 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.