

AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Wednesday 25 May 2016, at 2:00 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

1. Opening / Announcements
2. Report on the financial year 2015
3. Execution of the Remuneration Policy in 2015
4. Adoption of the Annual Accounts 2015*
5. Adoption of dividend proposal*
6. Discharge of the members of the Management Board*
7. Discharge of the members of the Supervisory Board*
8. Reappointment of Mr. U.H.R. Schumacher to the Supervisory Board*
9. Appointment of the Company's auditors for the financial year 2016*
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 ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Wednesday 25 May 2016, at 2:00 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

Agenda Item 2 Report on the financial year 2015

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2015.

Agenda Item 3 Execution of the Remuneration Policy in 2015

This item will be discussed.

In accordance with section 2:135(5a) of the Dutch Civil Code, the execution of the remuneration policy during the year 2015 is discussed on the basis of the information provided by the Company on page 150 - 152 of the Statutory Annual Report 2015. The Statutory Annual Report 2015, which includes the information required pursuant to section 2:383c up to and including 2:383e of the Dutch Civil Code on page 150 - 152 is available at the Company's website (www.asm.com).

Agenda Item 4 Adoption of the Annual Accounts 2015

This item will be voted on.

The Statutory Annual Report 2015 (which includes the Annual Report 2015 and the Annual Accounts 2015, as well as the information to be added under section 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), will be available for inspection by the shareholders from 13 April 2016 at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at the offices of ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands. The Statutory Annual Report 2015 is also available at the Company's website (www.asm.com).

The Annual Accounts 2015 have been audited by the Company's accountant, KPMG Accountants N.V. The Statutory Annual Report 2015 is in English.

Agenda Item 5 Adoption of dividend proposal

This item will be voted on.

A dividend in cash of €0.70 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 6 Discharge of the members of the Management Board

This item will be voted on.

In accordance with Article 30.4 of the Articles of Association, it is proposed to the General Meeting of Shareholders to discharge the members of the Management Board from liability in relation to the exercise of their duties in the financial year 2015.

Agenda Item 7 Discharge of the members of the Supervisory Board

This item will be voted on.

In accordance with Article 30.4 of the Articles of Association, it is proposed to the General Meeting of Shareholders to discharge the members of the Supervisory Board from liability in relation to the exercise of their duties in the financial year 2015.

Agenda Item 8 Reappointment of Mr. U.H.R. Schumacher to the Supervisory Board

This item will be voted on.

In accordance with the applicable rotation scheme the term of Mr. U.H.R. Schumacher's mandate expires on the date of this Annual General Meeting. The Supervisory Board proposes to reappoint Mr. Schumacher (58) for an additional four-year period expiring on the date of the Annual General Meeting in 2020. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:133 of the Dutch Civil Code to reappoint Mr. Schumacher to the Supervisory Board.

Mr. Schumacher was initially elected as member of the Supervisory Board in May 2008 and was reappointed on 15 May 2012 for a period of four years. Currently Mr. Schumacher is Chairman of the Executive Board and CEO of Zumtobel AG. Between 1996 and 1999, he was CEO and President of Siemens Semiconductors Group, and became CEO and President of Infineon Technologies AG after the spin-off from Siemens Semiconductor Group in 1999. From 2004 to 2007, Mr. Schumacher was a

Partner at Francisco Partners, a private equity investment company based in the US. Between 2007 and 2010, he was the CEO and President of Grace Semiconductor Manufacturing Corporation. Most recently he was Managing Director of CGS DS. Furthermore he was from 2012 until the end of 2015 Chairman of the Supervisory Board of PACT XPP Technologies AG.

Mr. Schumacher holds a PhD in Electrical Engineering from the University of Aachen, Germany, and has completed further education in Business Administration. He is a German national. Mr. Schumacher 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. U.H.R. Schumacher has more than adequately fulfilled his duties as a Supervisory Board member over the past years.

Agenda Item 9

Appointment of the Company's auditors for the financial year 2016

This item will be voted on.

The external auditor is appointed by the General Meeting of Shareholders each time in respect of one financial year. On the advice of the Audit Committee and Management Board, the Supervisory Board proposes to appoint the current accountant, KPMG Accountants N.V., as the Company's external auditor for the financial year 2016. A representative of KPMG Accountants N.V. will be present at the General Meeting of Shareholders.

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 Annual General Meeting of Shareholders, 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 including rights to subscribe for common shares which the Management Board shall be authorized to issue shall be: (i) in normal cases, no more than 10% of the total currently issued capital of the Company in the form of common shares, or (ii) in the case of an issue related to a merger or acquisition, or to financing instruments regarding which issuing shares or granting rights to subscribe for common shares is desirable, no more than 20% of the total currently issued capital of the Company in the form of common shares.

- 10 (b) 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 Annual General Meeting of Shareholders, 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.

Pursuant to section 2:96a(7) of the Dutch Civil Code and in accordance with Article 7.6 of the 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.

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 of Shareholders 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 equal to 110% of the share's average closing price according to the listing on the Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

Agenda Item 12

Any other business
