

AGENDA

for ASM International N.V.'s (the “Company”) Annual General Meeting of Shareholders, to be held on Monday May 20, 2019, at 2:00 p.m. CET at the Hotel Okura Amsterdam, Ferdinand Bolstraat 333, Amsterdam, the Netherlands.

1. Opening / Announcements
2. Report on the financial year 2018
3. Execution of the Remuneration Policy in 2018
4. Adoption of the Annual Accounts 2018 *
5. Adoption of dividend proposal *
6. Discharge of the members of the Management Board *
7. Discharge of the members of the Supervisory Board *
8. Appointment of the Company's auditors for the financial year 2019 *
9. 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 *
10. Authorization of the Management Board to repurchase common shares in the Company *
11. Withdrawal of treasury shares *
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 Monday May 20, 2019, at 2:00 p.m. CET at the Hotel Okura Amsterdam, Ferdinand Bolstraat 333, Amsterdam, the Netherlands.

Agenda Item 2 Report on the financial year 2018

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2018.

Agenda Item 3 Execution of the Remuneration Policy in 2018

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 2018 is discussed on the basis of the information provided by the Company in the Annual Report 2018. The Annual Report 2018, which includes the information required pursuant to section 2:383c up to and including 2:383e of the Dutch Civil Code on pages 142 - 145, is available at the Company's website (www.asm.com).

Agenda Item 4 Adoption of the Annual Accounts 2018

This item will be voted on.

The Annual Report 2018 (which includes the Directors Report 2018 and the Annual Accounts 2018, as well as the information to be added under section 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), is available for inspection by the shareholders 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 Annual Report 2018 is also available at the Company's website (www.asm.com).

The Annual Accounts 2018 have been audited by the Company's accountant, KPMG Accountants N.V. The Annual Report 2018 is in English.

Agenda Item 5
Adoption of dividend proposal

This item will be voted on.

A dividend in cash of €1.00 (one Euro) per common 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 2018.

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 2018.

Agenda Item 8
Appointment of the Company's auditors for the financial year 2019

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 Management Board and on the advice and recommendation of the Audit Committee, also based on the assessment of the functioning of the external auditor in relation to the annual accounts for the financial year 2018, the Supervisory Board proposes to appoint the current accountant, KPMG Accountants N.V., as the Company's external auditor for the financial year 2019. A representative of KPMG Accountants N.V. will be present at the General Meeting of Shareholders.

Agenda Item 9

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.

Agenda Item 9(a) Designation of the Management Board as the competent body to issue common shares and rights to acquire common shares

- 9 (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 acquire 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 acquire 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 in the form of common shares.

Agenda Item 9(b) Designation of the Management Board as the competent body to set aside any pre-emptive rights with respect to the issue of common shares and rights to acquire common shares

- 9 (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 if common shares or rights to acquire 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 of Shareholders.

Agenda Item 10

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 total currently 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 11

Withdrawal of treasury shares

This item will be voted on.

In order to optimize the Company's capital structure and in accordance with Article 9 of the Articles of Association and the requirements of section 2:99 and 2:100 of the Dutch Civil Code, it is proposed to the General Meeting of Shareholders to decrease the issued share capital of the Company by withdrawing 5,000,000 (five million) common shares each with a par value of €0.04 which the Company currently holds in its own capital.

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 of Shareholders.

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. Within two months after such publication creditors of the Company may oppose to 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.

Agenda Item 12

Any other business
