

AMENDED CONVOCATION

for ASM International N.V.'s (the "Company") Annual General Meeting of Shareholders (the "AGM"), to be held on Monday May 18, 2020, at 2:00 p.m. CET at the Company's office, Versterkerstraat 8, Almere, the Netherlands.

In relation to the COVID-19 outbreak, the health risks and the measures and restrictions imposed by the Dutch government, and on the basis of the Temporary Act COVID-19 (the "Emergency Act") the Company has decided to change the process of the AGM. The AGM will only be accessible electronically. Therefore, by means of this amended convocation, the Company announces how shareholders can register themselves for the AGM, ask questions, and vote.

Shareholders can only follow the proceedings of the AGM via a live webcast. As far as voting is concerned they can choose one of the two following options:

- Shareholders will be able, as usual, to exercise their voting rights by providing a power of attorney with voting instructions prior to the AGM;
- Shareholders can vote electronically on the resolutions during the AGM.

These options are described in more detail below.

Given the extraordinary circumstances and on the basis of the Emergency Act, the Company offers all registered shareholders the opportunity to submit questions in relation to the agenda of this AGM to AGM@asm.com before Friday May 15, 2020 at 3:00 p.m. CET. The Company intends to publish the answers on these questions in advance on its website as well as to provide a summary of the questions and answers during the AGM.

During the AGM, follow-up questions may also be submitted by shareholders via the above e-mail address; however, this possibility is only offered to those shareholders who have already submitted a question prior to the AGM via the above e-mail address before 15 May 2020 (3:00 p.m. CET).

If the circumstances would require other different measures following the date of this convocation due for example to pre-cautionary measures relating to the COVID-19 virus, then the Company shall inform shareholders of any changes, further developments or further measures on its website. The situation will be closely monitored and we advise shareholders to check the Company's website on a regular basis for any updates.

AGENDA

1. Opening / Announcements
2. Report on the financial year 2019
3. Remuneration Report 2019 *
4. Remuneration Policy *
5. Adoption of the Annual Accounts 2019 *
6. Adoption of dividend proposal *
7. Discharge of the members of the Management Board *
8. Discharge of the members of the Supervisory Board *
9. Composition of the Management Board *
10. Composition of the Supervisory Board *
11. Amendment Articles of Association *
12. Appointment of the Company's auditor for the financial year 2020 *
13. 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 *
14. Authorization of the Management Board to repurchase common shares in the Company *
15. Withdrawal of treasury shares *
16. Any other business
17. Closure

* = voting item(s)

The agenda and explanatory notes, the Annual Report 2019 (which includes the Directors Report 2019 and the Annual Accounts 2019), the proposal to amend the articles of association, and all other attachments as referred to in this convocation and in the agenda and explanatory notes, as placed on the website of the Company: www.asm.com and available via www.abnamro.com/evoting, constitute an integral part of this convocation and are also available for inspection by each shareholder at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at the ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands, tel. (+31) (0)20 3442000, e-mail: [mail to: AVA@nl.abnamro.com](mailto:mail.to:AVA@nl.abnamro.com).

Record Date

For this meeting persons who are entitled to vote and/or attend the meeting, are considered to be those who are registered as shareholders of the Company in a (sub) register on April 20, 2020 following the registration of all transactions on that date ("Record Date"), provided that such person has provided the Company with a notification in accordance with the following paragraph. For holders of deposit shares, the administration of the institutions that are intermediaries as defined in the Securities Giro Act (the "Intermediary") are appointed as (sub) registers.

Upon registration via ABN AMRO (via www.abnamro.com/evoting) shareholders will be requested to choose whether they will attend and vote virtually (electronically) or via a proxy with voting instructions. If shareholders have already indicated that they wish to attend the AGM physically, they will be approached and asked to issue a proxy with voting instructions or to vote electronically during the AGM; in both cases, the AGM can be followed via the live web cast. In any event, a shareholder cannot physically attend the AGM.

Notification

Holders of deposit shares or their proxies who wish to register for the AGM, must as from April 21, 2020 and no later than May 12, 2020 (5:00 p.m. CET) give notice hereof to ABN AMRO Bank N.V. via www.abnamro.com/evoting or via the Intermediary that deals with the administration of their shares. The Intermediary must submit a statement via www.abnamro.com/intermediary to ABN AMRO Bank N.V., including the number of shares notified for registration and held by that shareholder at the Record Date no later than 12:00 a.m. CET on May 13, 2020. With the registration Intermediaries are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

Holders of shares registered with Citibank, N.A., New York, United States, (New York Registry shares) will receive a separate invitation to attend the meeting.

Power of attorney with voting instructions before the AGM

Persons who are entitled to attend the meeting may electronically issue a power of attorney with voting instructions to Mr. Ruud van Bork (an independent civil law notary of Loyens & Loeff N.V.) or his substitute, with the right of substitution, via www.abnamro.com/evoting, no later than on May 12, 2020 (5:00 p.m. CET). A shareholder who wishes to attend by proxy, can, as an alternative, submit an executed written power of attorney (as published on the website) with voting instructions to Mr. Ruud van Bork (an independent civil law notary of Loyens & Loeff N.V.) or his substitute, with the right of substitution, by e-mail to ruud.van.bork@loyensloeff.com, no later than on 12 May, 2020.

Shareholders who have issued a proxy with voting instructions can also follow the proceedings of the AGM via the live webcast, by signing up for it through www.asm.com.

Virtual attendance and voting during the AGM

The Company assists its shareholders to attend its AGM virtually (electronically) by providing an opportunity to follow the proceedings of the meeting via the live webcast and to vote electronically and real time during the AGM. Shareholders can attend and vote at the AGM on all shareholders' resolutions via the internet, therefore online and remote with their own smartphone, tablet or personal computer.

The option of virtual attendance will not be available to holders of New York Registry Shares. The option of virtual attendance may furthermore not be available if a shareholder's Intermediary does not support online voting. We advise shareholders to check the Company's website on a regular basis for any updates.

Upon registration to attend virtually via www.abnamro.com/evoting and subsequent successful approval of the shareholders' intermediary, a shareholder will receive an email with a link which enables the shareholder to vote virtually via www.abnamro.com/evoting. After successful login and confirmation of the login via two factor authentication (by SMS verification), the shareholder can log in into the meeting. Further instructions may be provided via www.abnamro.com/evoting.

The shareholder will be able to log in for virtual admission to the meeting on May 18, 2020 via www.abnamro.com/evoting from 1:00 p.m. CET until the commencement of the meeting at 2:00 p.m. CET. The shareholder must log in and complete the admission procedure for the meeting before 2:00 p.m. CET. After this time registration it is no longer possible; shareholders who log in afterwards will only have access to the live stream to follow the meeting, but will not be able to vote.

Minimum requirements to the devices and systems that can be used for virtual participation as well as an overview of Q&A's regarding online voting and the Company's Policy regarding the Hybrid General Meeting of Shareholders can be found at the website of the Company www.asm.com and are considered to be part of this convocation. Virtual participation (if applicable) entails risks, as described in the Company's Policy regarding the Hybrid General Meeting of Shareholders. This aforementioned Company policy is applicable when attending and voting during the AGM.

Physical attendance not possible

The Company has decided that a physical AGM poses too many health risks to staff, shareholders, and other stakeholders. Based on the Emergency Act which came into effect after the convocation of 6 April 2020, the Company has decided that the AGM will be a fully virtual meeting, where shareholders can no longer be physically present at the AGM. However, enough possibilities are offered to have a dialogue with the shareholders.

Almere, May 4, 2020

ASM International N.V.
The Management Board