

POWER OF ATTORNEY

for the annual general meeting of ASM International N.V. (the “**Company**”), to be held at 18 May 2020, 14:00 CET, at the offices of the Company, Versterkerstraat 8, Almere, the Netherlands (the “**AGM**”).

The undersigned:

(shareholder natural person)

first name(s): _____

surname: _____

address: _____

postal code and town: _____

country: _____

telephone number: _____

bank: _____

or

(legal person shareholder)

name: _____

statutory seat: _____

office address: _____

postal code and town: _____

country: _____

telephone number: _____

bank: _____

(the “Shareholder”), on the record date (20 April 2020) holder of _____ (number) common shares in the share capital of the Company (the “Shares”), **declares to grant a power of attorney to:** mr. Ruud van Bork (an independent civil law notary from Loyens & Loeff N.V.) or his legal substitute, with the right of substitution (the “Representative”), to attend and address the AGM on behalf of the Shareholder and to cast votes (electronically or otherwise) on the Shares in accordance with the following instructions set out below¹:

	Agenda item	in favour	against	abstain
1.	Opening / Announcements	n.a.	n.a.	n.a.
2.	Report on the financial year 2019	n.a.	n.a.	n.a.
3.	Remuneration Report 2019			
4.	Remuneration Policy			
5.	Adoption of the Annual Accounts 2019			
6 (a)	Adoption regular dividend			
6 (b)	Adoption extra-ordinary dividend			
7.	Discharge of the members of the Management Board			
8.	Discharge of the members of the Supervisory Board			
9.	Appointment of Mr. Loh to the Management Board and appointment as CEO			
10 (a)	Appointment of Mrs. De Virgiliis to the Supervisory Board			
10 (b)	Appointment of Mr. Lamouche to the Supervisory Board			
10 (c)	Appointment of Mr. Van Pernis to 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	n.a.	n.a.	n.a.
17.	Closure	n.a.	n.a.	n.a.

and declares:

¹ If you do not give voting instructions, your proxy shall be deemed to include a voting instruction in favour of all proposals made by the Management Board and/or the Supervisory Board.

to indemnify and to hold harmless the Representative against any claims, actions or proceedings made against the Representative and against any damages, costs and expenses that the Representative might incur in connection with this power of attorney and to agree that the Representative undertakes any action that the Shareholder could or would be entitled to undertake.

This power of attorney is governed by Dutch law. Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent Court in Amsterdam.

signature: _____

place: _____

date: _____.

Please attach copy of passport or identity card. In case of a legal person shareholder, please also include proof of representative authority.