
AGENDA

for ASM International N.V.'s (the "Company") Extraordinary General Meeting, to be held on Wednesday September 29, 2021, at 12:30 p.m. CET at the Company's office, Versterkerstraat 8, Almere, the Netherlands.

Virtual Extraordinary General Meeting

In relation with COVID-19, the protection of the health of all shareholders in the Extraordinary General Meeting and the measures and restrictions imposed by the Dutch government, the Extraordinary General Meeting will be held fully virtually with due observance of the provisions of the Temporary Law COVID-19 Justice and Safety, and shareholders will not be able to attend the Extraordinary General Meeting in person.

1. Opening / Announcements
2. Composition of the Supervisory Board
 - a. Appointment of Mrs. Pauline van der Meer Mohr to the Supervisory Board *
 - b. Appointment of Mr. Adalio Sanchez to the Supervisory Board *
3. Closure

* = voting item(s)

EXPLANATORY NOTES TO THE AGENDA

for the Company's Extraordinary General Meeting, to be held on Wednesday September 29, 2021, at 12:30 p.m. CET at the Company's office, Versterkerstraat 8, Almere, the Netherlands.

Agenda Item 2 Composition of the Supervisory Board

These items will be voted on.

With the proposed appointments, the number of Supervisory Directors within the Supervisory Board will (temporarily) increase to seven. Considering the recent changes in the Supervisory Board and taking into account the rotation schedule and the current term in office of the chairman of the Supervisory Board, Mr. Van Pernis, ending at the close of the Annual General Meeting to be held in 2022, the proposed appointments are made in order to attain adequate continuity and experience within the Supervisory Board. The proposed appointments take into account the profile of the Supervisory Board.

Agenda Item 2 A - Appointment of Mrs. Pauline van der Meer Mohr to the Supervisory Board

In accordance with Article 22.3 of the Articles of Association and section 2:133 of the Dutch Civil Code, the Supervisory Board has drawn up a binding nomination to appoint Mrs. Pauline van der Meer Mohr to the Supervisory Board with effect from the date of this Extraordinary General Meeting, for a four-year period expiring at the close of the Annual General Meeting in 2025.

Pauline van der Meer Mohr (age 61) is a seasoned non-executive director and brings over 35 years of experience in leadership positions in multinational businesses and academia. She started her career as a lawyer before making a career at the Royal Shell group from 1989 to 2004. After that she became the Group HR Director of TNT N.V. followed by fulfilling the role of Senior Executive Vice President and Head of Group HR for ABN AMRO Bank N.V. She was President of the Executive Board of Erasmus University Rotterdam from 2010 until 2016. During this period she was also a member of the Banking Code Monitoring Commission.

Mrs. Van der Meer Mohr currently serves as non-executive director of London listed HSBC Holdings Plc and Viatrix Inc., and she chairs the Supervisory Board of EY Netherlands LLP. She is also chairing the Dutch Monitoring Committee Corporate Governance since 2019. In the recent past she was a member of the Supervisory Boards of Dutch-based ASML Holding N.V. and DSM N.V.

Mrs. Van der Meer Mohr is acquainted with the semiconductor industry from her time as supervisory board member at ASML, has worked as a senior executive in several roles within the energy, logistics and banking industry, and is an expert in corporate governance. She will bring vast knowledge and experience which will contribute to the future of the Company.

Mrs. Van der Meer Mohr has a master degree in law from the Erasmus University Rotterdam, was admitted to the bar in 1988, and has a master in advanced dispute resolution from the University of Amsterdam. She is a Dutch national and is independent as per the Dutch Corporate Governance Code. She currently holds 200 shares in the capital of the Company.

Agenda Item 2 B - Appointment of Mr. Adalio Sanchez to the Supervisory Board

In accordance with Article 22.3 of the Articles of Association and section 2:133 of the Dutch Civil Code, the Supervisory Board has drawn up a binding nomination to appoint Mr. Adalio Sanchez to the Supervisory Board with effect from the date of this Extraordinary General Meeting, for a four-year period expiring at the close of the Annual General Meeting in 2025.

Adalio Sanchez (age 62) has over 35 years of experience in the tech industry and is a successful senior executive with strong operational acumen and track record in growing complex global businesses. Mr. Sanchez was with IBM Corporation from 1982 to 2014 where he held various senior executive officer and global general management roles. Most recently he led two IBM divisions - the x86 systems unit and Retail Store Solutions point-of-sale unit. Prior roles included Vice President of Corporate Strategy, and before that he ran IBM's Microelectronics division, where he was responsible for semiconductor process technology, development, manufacturing, engineering, and the intellectual property portfolio. Following the divestment of the IBM x86 division to Lenovo Group Limited, Mr. Sanchez moved to Lenovo and, from 2014 to 2015, served as Senior Vice President of the Lenovo's Enterprise Systems Group with responsibility for server, storage, cloud, and datacenter technologies.

Mr. Sanchez currently serves as a non-executive member of the Board of Directors of the Nasdaq-listed US based companies: Avnet, Inc. a global semiconductor sales and distribution company; ACI Worldwide, Inc. an electronic payments software company; and Snap One Holdings Corp., a home technology automation company. Formerly, he was member of the Board of Directors of Nasdaq-listed Quantum Corporation. Furthermore, Mr. Sanchez is currently also a member of the Board of Trustees of US based MITRE Corporation, a non-profit organization for public good, and a member of the Board of Directors of Florida International University Foundation.

Mr. Sanchez has fulfilled senior executive positions in the industry and is very familiar with the semiconductor and semiconductor equipment industry. He will bring a wealth of experience and knowledge to the Company.

Mr. Sanchez has a bachelor in electrical engineering from the University of Florida, and a MBA from the Florida International University. He is a US national and is furthermore independent as per the Dutch Corporate Governance Code. He currently does not hold any shares in the capital of the Company.
