

# CONVOCAATION

for ASM International N.V.'s (the "Company") Annual General Meeting, to be held on Monday May 17, 2021, at 2:00 p.m. CET at the Company's office, Versterkerstraat 8, Almere, the Netherlands.

Virtual Annual General Meeting

In relation with COVID-19, the protection of the health of all shareholders in the Annual General Meeting and the measures and restrictions imposed by the Dutch government, the Annual General Meeting will be held fully virtually with due observance of the provisions of the Temporary Law COVID-19 Justice and Safety (the "Emergency Act").

## AGENDA

1. Opening / Announcements
2. Report on the financial year 2020
3. Remuneration Report 2020 \*
4. Adoption of the Annual Accounts 2020 \*
5. Adoption of dividend proposal \*
6. Discharge of the members of the Management Board \*
7. Discharge of the members of the Supervisory Board \*
8. Composition of the Management Board \*
9. Composition of the Supervisory Board \*
10. Appointment of the Company's auditor for the financial year 2021 \*
11. 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 \*
12. Authorization of the Management Board to repurchase common shares in the Company \*
13. Amendment of Articles of Association \*
14. Withdrawal of treasury shares \*
15. Any other business
16. Closure

\* = voting item(s)

The agenda plus explanatory notes and the Annual Report 2020 (which includes the Directors Report 2020 and the Annual Accounts 2020), and other attachments, as placed on the website of the Company: [www.asm.com](http://www.asm.com) and available via [www.abnamro.com/evoting](http://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: [AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com).

### **Record Date**

For this Annual General 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 19, 2021 following the registration of all transactions on that date ("Record Date"), provided that such person has been registered for the Annual General Meeting in accordance with the below chapter "Registration".

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.

### **Registration**

Holders of deposit shares who wish to register for the Annual General Meeting, must as from April 20, 2021 and no later than May 11, 2021 (5:00 p.m. CET) give notice hereof to ABN AMRO Bank N.V. via [www.abnamro.com/evoting](http://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](http://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 1:00 p.m. CET on May 12, 2021. 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 and to provide virtual access, if applicable. The shareholders will receive via ABN AMRO Bank N.V. a receipt of registration. If so requested, a shareholder also receives log-in details for the online platform if the shareholder has chosen for the option for attending the meeting virtually and vote real-time during the meeting as referred to below under "Virtual attendance and voting".

Holders of registered shares, a usufructuary of registered shares who is entitled to vote or their proxy, who wish to virtually attend the meeting, must give written notice hereof to the Company no later than May 11, 2021.

Holders of shares registered with Citibank, N.A. New York, United States, will receive a separate invitation to attend the Annual General Meeting.

In accordance with the Emergency Act, the Annual General Meeting will be held virtual and shareholders can only attend the meeting virtually. Upon registration via ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) shareholders will be requested to choose whether they attend the meeting virtually and vote real-time during the meeting, or alternatively grant a proxy to vote and follow the proceedings of the meeting via the live webcast. Please see below.

### **Webcast**

All shareholders can follow the proceedings of the Annual General Meeting via the live webcast, by signing up for it through [www.asm.com](http://www.asm.com). We advise shareholders to sign up for the live webcast latest by May 13, 2021, at 5:00 p.m. CET.

When a shareholder has made the choice through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to attend the Annual General Meeting virtually and to vote real-time during the meeting then there is no need to sign up for the live webcast as the meeting will then already be attended through a live web connection.

### **Voting by Proxy**

A shareholder can choose to give a power of attorney with voting instructions to Mr. Michel van Agt, (an independent civil law notary at Loyens & Loeff N.V.), or in his absence his substitute, to vote on behalf of the shareholder at the Annual General Meeting. The shareholder may grant the power of attorney and voting instructions electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Alternatively an executed legally valid power of attorney (as published on the website of the Company) may be submitted by email to Mr. Michel van Agt at [michel.van.agt@loyensloeff.com](mailto:michel.van.agt@loyensloeff.com), no later than May 11, 2021.

### **Virtual attendance and voting**

Shareholders can virtually attend and vote - real time - during the Annual General Meeting on all voting items on the agenda using their own smartphone, tablet or personal computer, unless the shareholder's Intermediary does not accommodate online voting.

Upon registration to vote virtually through [www.abnamro.com/evoting](http://www.abnamro.com/evoting), a shareholder will receive an email with a link via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to login to the Company's online voting platform. After successful login and confirmation of the login via two factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), the Company's online voting platform, or Company's website ([www.asm.com](http://www.asm.com)).

The shareholder will be able to log in for virtual admission to the Annual General Meeting on May 17, 2021 via [www.abnamro.com/evoting](http://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 admission is no longer possible; shareholders who log in afterwards will only have access to the live stream to follow the proceedings of the meeting, but will not be able to vote.

Minimum requirements to the browser 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 Virtual General Meeting of Shareholders can be found at the website of the Company [www.asm.com](http://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 Virtual General Meeting of Shareholders. This policy is applicable when attending and voting during the Annual General Meeting.

### **Questions**

Shareholders registered for the Annual General Meeting are offered the possibility to submit questions in relation to the agenda of the Annual General Meeting prior to that meeting. Questions can be sent to [AGM@asm.com](mailto:AGM@asm.com) before Friday May 14, 2021, at 3:00 p.m. CET. Timely received questions will be answered at the latest at the Annual General Meeting and possibly by topic. For verification purposes you are required to provide: (i) name, email, and residence, (ii) registration number of the receipt of registration, and (iii) number of shares registered for the meeting.

During the Annual General Meeting, follow-up questions may also be submitted by shareholders who (i) have chosen to attend the meeting virtually and to vote real-time during the meeting, and (ii) have already submitted a question prior to the meeting via the above e-mail address prior to 14 May, 2021, 3:00 p.m. CET. These follow-up questions may be raised through chat or – if so desired – via a separate video connection.

A shareholder who wishes to raise a live follow-up question via a video connection during the Annual General Meeting is required to mention this explicitly when submitting the written questions prior to the meeting as stated above. A link for the video connection will be send by the Company through email. Please be aware that it is only possible to raise such live follow-up questions via video connection when the shareholder is attending virtually and is voting real-time during the meeting via the e-voting system of ABN AMRO ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), since only then the identity of the shareholder can be verified.

Almere, March 31, 2021

ASM International N.V.  
The Management Board