

## MATERIAL ELEMENTS MANAGEMENT SERVICE AGREEMENT MR. P.A.H. VERHAGEN

**(BASED UPON THE REMUNERATION POLICY FOR THE MANAGEMENT BOARD AS APPLICABLE PER MARCH 27, 2025)**

Mr. Verhagen was first appointed as a member of the Management Board and Chief Financial Officer of ASM International N.V. (the “Company”) with effect as of June 1, 2021, and the Supervisory Board nominates him for reappointment as a member of the Management Board for a two-year period, which reappointment will be on the agenda of the Annual General Meeting on May 12, 2025 (the “**AGM**”).

Mr. Verhagen’s contract – subject to approval of his reappointment by the general meeting in the AGM – is a written Management Services Agreement (the “MSA”) with the Company for a fixed period of two years until the later of May 12, 2027, and the Annual General Meeting in 2027 (the “**Expiry Date**”). The MSA is subject to Dutch law.


Mr. Verhagen is entitled to an annual gross base salary of € 604,800 gross, which may be adjusted from time to time in accordance with the Company’s Remuneration policy (as defined below). Mr. Verhagen is participating in the pension plan offered to members of the Management Board.

A notice period of 3 months for Mr. Verhagen and 6 months for the Company is applicable. Mr. Verhagen’s successor may start before the Expiry Date, in which case Mr. Verhagen could – for a transition period up to 6 months – cooperate in the succession and work for the Company and in such case, subject to completion of the transitional work, be entitled to a severance amount as set out further below.

Mr. Verhagen is eligible for an annual, performance based, short term cash Incentive (“STI”) of up to 80% of his annual base salary in case of on target performance, and up to a maximum of 120% of his annual base salary in case of outperformance. As for the Company’s long-term incentive (“LTI”) plan, Mr. Verhagen is eligible for a number of performance shares granted for ‘on target’ performance that relates to predetermined financial indicators. The final number of shares to be vested will be determined by the Supervisory Board after completion of the three-year performance period. The target level of the LTI is set at 160% of his annual base salary. The maximum number of shares that will be granted in case of outperformance is 200% of the number for ‘on target’ performance, provided that the annual on target value and maximum vesting opportunity shall be subject to adjustment from time to time in the Supervisory Board’s discretion and in accordance with the Remuneration Policy. The number of shares to vest will be zero if performance on the financial metrics is below threshold level. The expiration of the MSA or its termination by mutual consent upon completion of the transition to a successor in principle will qualify as ‘Good leaver’ events under the Management Board LTI plan and would entitle Mr.

**ASM International N.V.**

Versterkerstraat 8 | 1322 AP Almere | The Netherlands

 +31 (0)88 100 8810 | [asm.com](http://asm.com)

**Trade register number** 30037466 | **VAT** NL005717267B01

**Fisca** 800488465



Verhagen to a pro-rated annual cash incentive under the STI plan for an amount to be determined by the Supervisory Board at its discretion.

MB members are required to hold the vested performance shares during a holding period of 2 years under the Remuneration Policy. Furthermore, a shareholding obligation is applicable in value of at least twice the annual Base Fee.

In case of termination of the MSA by the Company – other than for cause, after two years of illness or upon expiry of the MSA – and in case of termination of the MSA by mutual consent after an adequate transition of work to a successor as set out above, a severance amount equal to twelve (12) monthly instalments of the annual gross Base Fee will be made available upon the effective date of termination. However, this severance amount is capped and will not exceed the Base Fee amount that would have been payable until the Expiry Date. In case of change of control events Mr. Verhagen will be entitled to the severance amount and different rules may be applicable for long-term incentive grants.

For more details reference is made to the ASM Management Board Remuneration Policy 2022-onwards as adopted during the Annual General Meeting on May 15, 2023, and available on the ASM website: [www.asm.com](http://www.asm.com) (the “Remuneration policy”).