

PROPOSAL

This amendment of the articles of association relates to the Implementation Act SRDII.

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AMENDMENT OF THE ARTICLES OF ASSOCIATION

ASM INTERNATIONAL N.V.

18 May 2020

Stibbe

ASM International N.V. – this document only reflects the paragraphs of the articles that are proposed to be amended.

The continuous text of the articles of association is available at the company's website under:

<http://www.asm.com/investors/corporate-governance/articles-of-association>

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AMENDMENT OF THE ARTICLES OF ASSOCIATION ASM INTERNATIONAL N.V.

PROPOSED AMENDMENTS	EXPLANATION
<p>Article 19.</p> <p>19.1 The company has a policy governing the remuneration of the managing board.</p> <p>The policy will be determined by the general meeting.</p> <p>In this policy at least the items listed in section 383c through e, Volume 2 of the Dutch Civil Code will be taken into consideration to the extent they apply to the managing board.</p> <p>(...)</p> <p>Supervisory board</p> <p>Article 22.</p> <p>(...)</p> <p>22.10 The general meeting will grant a remuneration to the supervisory directors. Their expenses will be reimbursed.</p> <p><u>The company has a policy governing the remuneration of the supervisory directors.</u></p>	<p>Pursuant to the Implementation Act SRDII¹ at least the subjects as referred to in section 135, paragraph 6, Volume 2 of the Dutch Civil Code ('DCC') have to be covered in the remuneration policy. It is proposed to delete the reference to the sections 383c up to an including e Volume 2 DCC.</p> <p>Pursuant to the Implementation Act SRDII this article is not comprehensive anymore. It will be added that the general meeting determines the remuneration policy of the members of the supervisory board, on the basis of which the general meeting determines the individual remuneration of the members of the supervisory board.</p>

¹ Law of 6 November 2019 to change Book 2 of the Netherlands Civil Code, the Financial Supervision Act and the Securities (Bank Giro Transactions) Act implementing Directive 2017/828/EU of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (OJEU 2017, L 132), *Bulletin of Acts and Decrees* 2019, 423 ("**Implementation Act SRDII**").

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<p><u>The policy will be adopted by the general meeting.</u></p> <p>22.11 <u>The remuneration of the supervisory directors will be determined by the general meeting, with due observance of the policy referred to in the previous paragraph.</u></p>	
