

# Rationale for changes in the Remuneration Policy for the Supervisory Board

ASM International N.V.

# Strategic context of the Policy

## Expanded complexity and scale the Company

ASM operates in the global semiconductor equipment industry, a sector that has become increasingly strategic, technologically complex and geopolitically sensitive. Over recent years, the Company has experienced significant growth in scale, market capitalization and global footprint, accompanied by a substantial increase in strategic, regulatory and operational complexity.

ASM's activities now span multiple regions with differing regulatory regimes, export control frameworks and geopolitical dynamics. The Company's ambition to deliver sustained above-industry growth, expand into adjacent technology domains and maintain leadership in advanced semiconductor technologies further increases the breadth and depth of oversight required from the Supervisory Board.

The scope of the Company's activities, the complexity of strategic decision-making and the intensity of stakeholder scrutiny have materially increased.

## Geopolitically complex environment

The semiconductor industry is at the center of global geopolitical developments, including trade restrictions, export control regulations, industrial policy initiatives and supply-chain localization efforts. These dynamics are structural in nature and continue to evolve rapidly.

In this context, the Supervisory Board plays a critical role in supporting and challenging the Management Board as it navigates:

- Increasing geopolitical and regulatory uncertainty
- Complex export control and compliance environments
- Heightened scrutiny from governments, regulators and stakeholders
- Strategic trade-offs between growth, technology leadership and risk management

The Supervisory Board's responsibilities increasingly require deep engagement on matters such as long-term strategy, risk oversight, succession planning and stakeholder management. This has resulted in a higher time commitment, greater preparatory workload and more frequent interaction with management, external advisors and key stakeholders.

## Main changes

### Adjustment of the individual fees

While ASM has grown significantly in size and complexity, the individual fees for Supervisory Board members have not fully kept pace with:

- The expanded scope of responsibilities
- The increased time commitment associated with the role
- Prevailing market levels for supervisory board positions in companies of comparable scale, international footprint and strategic importance.

The proposed adjustment to the individual fees is therefore intended to:

- Reflect the materially increased complexity of ASM's business
- Ensure continued ability to attract and retain highly qualified supervisory board members with relevant international, technological and governance expertise
- Maintain appropriate market alignment, without exceeding median market practice

### Introduction of a Vice-chair fee

A specific fee for the Vice-chair of the Supervisory Board has been introduced.

The Vice-chair plays an increasingly important role in:

- Supporting the Chair in leading the Supervisory Board
- Acting as a key sparring partner to the Management Board
- Facilitating effective decision-making in periods of heightened complexity or sensitivity
- Ensuring continuity and balance within the Supervisory Board, particularly in a dynamic and geopolitically challenging environment.

The introduction of a Vice-chair fee recognizes the additional responsibilities and workload associated with this role and aligns ASM's practice with observed market standards for companies of comparable scale and complexity.

## Governance considerations and proportionality

The proposed changes are measured, transparent and evolutionary in nature. They:

- Preserve the exclusively fixed nature of remuneration
- Remain fully aligned with the Dutch Corporate Governance Code
- Are designed to reflect increased responsibilities rather than reward performance.

The Supervisory Board believes that the proposed adjustments are proportionate, justified and necessary to support effective governance and oversight as ASM continues to operate in an increasingly complex global environment.

Taken together, these changes ensure that the Supervisory Board remuneration policy remains fit for purpose, supports high-quality oversight and decision-making, and aligns with the long-term interests of the Company and its stakeholders.