

# CONVOCAATION

for ASM International N.V.'s (the "Company") Annual General Meeting, to be held on Monday May 16, 2022, at 2:00 p.m. CET at the Van der Valk Hotel, Veluwezoom 45, 1327 AK, Almere, the Netherlands.

Hybrid Annual General Meeting

The shareholders will have the opportunity to attend the meeting physically, on the understanding that the Management Board and the Supervisory Board reserve the right to take any measures when deemed necessary with regard to the developments regarding COVID-19 or otherwise. In that case, the Management Board and the Supervisory Board will inform shareholders by means of a notice on the website ([www.asm.com](http://www.asm.com)). The shareholders also have the possibility to participate virtually or to grant a proxy upfront.

## AGENDA

1. Opening / Announcements
2. Report on the financial year 2021
3. Remuneration Report 2021 \*
4. Adoption of the Annual Accounts 2021 \*
5. Adoption of dividend proposal \*
6. Discharge of the members of the Management Board \*
7. Discharge of the members of the Supervisory Board \*
8. Remuneration Policy Management Board \*
9. Composition of the Management Board \*
10. Remuneration Policy Supervisory Board \*
11. Composition of the Supervisory Board \*
12. Appointment of the Company's auditor for the financial year 2022 \*
13. 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 \*
14. Authorization of the Management Board to repurchase common shares in the Company \*
15. Any other business
16. Closure

\* = voting item(s)

The agenda plus explanatory notes and the Annual Report 2021 (which includes the Directors Report 2021 and the Annual Accounts 2021), 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., 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 18, 2022 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 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 19, 2022 and no later than May 10, 2022 (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 11, 2022. 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.

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 physically or virtually, or alternatively grant a proxy to vote.

The shareholders will receive via ABN AMRO Bank N.V. a receipt of registration. This receipt of registration will serve as admission ticket for the meeting for the shareholder who chooses to attend physically. The shareholder who chooses to attend virtually and vote real-time during the meeting (as referred to below under "Virtual attendance and voting") receives an email with a link to log in to the online platform.

Holders of registered shares, a usufructuary of registered shares who is entitled to vote or their proxy, who wish to attend the meeting, must give written notice hereof to the Company no later than May 10, 2022.

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

### **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 virtual participation with online voting. During the Annual General Meeting, these shareholders may only submit questions through a chat function which is available on the online platform.

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 16, 2022 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 webstream to follow the proceedings of the meeting, but will not be able to vote and/or submit questions through the chat function.

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 Hybrid 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 Hybrid General Meeting of Shareholders. This policy is applicable when attending and voting virtually during the Annual General Meeting.

### **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 12, 2022, 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 from 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 10, 2022.

### **Questions prior to the Annual General Meeting**

Shareholders registered for the Annual General Meeting are also offered the possibility to submit questions in relation to the agenda of the Annual General Meeting before May 9, 2022, 2:00 p.m. CET. Questions can be sent to [AGM@asm.com](mailto:AGM@asm.com). Timely received questions will be answered at the Annual General Meeting – possibly combined - and possibly by topic.

Almere, April 1, 2022

ASM International N.V.  
The Management Board