

Agenda for Annual General Meeting 2025

ASM International N.V. ("ASM")

To be held on Monday May 12, 2025, at 2:00 p.m. CET in the Van der Valk Hotel in Almere, located at Veluwezoom 45, 1327 AK in Almere, the Netherlands.

1. Opening / Announcements

2. Report on the financial year 2024

3. Financials

- 3a Remuneration Report 2024 *
- 3b Adoption of the Annual Accounts 2024 *
- 3c Adoption of dividend proposal *

4. Discharge

- 4a Discharge of the members of the Management Board *
- 4b Discharge of the members of the Supervisory Board *

5. Composition of the Management Board: proposal to reappoint Mr. Verhagen as member of the Management Board *

6. Composition of the Supervisory Board

- 6a Proposal to reappoint Ms. Van der Meer Mohr as member of the Supervisory Board *
- 6b Proposal to reappoint Mr. Sanchez as member of the Supervisory Board *
- 6c Proposal to reappoint Ms. Kahle-Galonske as member of the Supervisory Board *

7. Appointment of ASM's auditor

- 7a Proposal to appoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2025 *
- 7b Proposal to appoint EY Accountants B.V. as auditor to audit the annual accounts for the financial year 2026 *
- 7c Proposal to appoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2026 *

8. Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares and to limit or exclude any pre-emptive rights

- 8a Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares *
- 8b Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights with respect to the issue of common shares and rights to acquire common shares *

9. Authorization of the Management Board to repurchase common shares in ASM *

10. Any other business

11. Closure

* = voting item(s)

EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting, to be held on Monday May 12, 2025, at 2:00 p.m. CET in the Van der Valk Hotel in Almere, located at Veluwezoom 45, 1327 AK in Almere, the Netherlands (the “2025 AGM”).

Agenda item 1 **Opening / Announcements**

Agenda item 2 **Report on the financial year 2024**

The Management Board will report on the business and results of operations for the financial year 2024, as well provide an explanation of the ESG policy.

Agenda item 3 **Financials**

This consists of three agenda items.

Agenda item 3a Remuneration Report 2024

This item will be voted on.

The remuneration report 2024 is included on pages 116 - 129 of the Annual Report 2024. The Annual Report 2024 is available on ASM's website (www.asm.com).

At the 2025 AGM, the Chair of ASM's Nomination, Selection and Remuneration Committee (“NSR”) will discuss the remuneration report 2024. This will include an explanation on the increased level of disclosure in the remuneration report 2024, how ASM applied the Remuneration policy for the Supervisory Board and the Remuneration policy for the Management Board in 2024, including the actual achievement on the various performance metrics for both members of the Management Board: Mr. M'Saad, appointed as Chief Executive Officer at the Annual General Meeting of May 13, 2024 (the “2024 AGM”), and Mr. Verhagen, ASM's Chief Financial Officer.

ASM went through a successful leadership transition in 2024, where Mr. M'Saad succeeded Mr. Loh, who retired in 2024. Mr. Loh's management services agreement expired as per the 2024 AGM. As a result, and in line with ASM's Remuneration policy of the Management Board, he received a pro-rated short term incentive payment for the performance period of January until May 2024 and no severance pay was applicable.

In accordance with the good leaver clause set out in ASM's Long-term incentive plan rules for the Management Board ("LTI Plan Rules") as applicable at the time of the respective grants, Mr. Loh's outstanding long-term incentive grants of 2022 and 2023 were subject to accelerated 'at target' vesting as set out on page 125 of the Annual Report 2024. Such accelerated vesting was also applied for previous members of the Management Board retiring as good leaver. The tax implications of this vesting under article 32bb of the Dutch Wage Tax Act have been disclosed in ASM's press release of July 23, 2024 and will be discussed at the 2025 AGM.

At the 2024 AGM, the Chair of the NSR also announced that the Supervisory Board had amended the LTI Plan Rules as of the date of the 2024 AGM. Following feedback received during shareholder engagement early 2024 and to align with 'best market' practice the Supervisory Board introduced time-based, pro-rated 'at target' vesting of shares instead of full accelerated vesting for so-called "good leavers". This will also be explained in more detail at the 2025 AGM.

In accordance with section 2:135b (2) of the Dutch Civil Code, the General Meeting may cast an advisory vote on the remuneration report 2024. Shareholders are asked to vote in favor of the remuneration report 2024.

Agenda item 3b Adoption of the Annual Accounts 2024

This item will be voted on.

ASM proposes to adopt the Annual Accounts 2024.

The Annual Report 2024 (which includes the Directors Report 2024 and the Annual Accounts 2024, as well as the information to be added under section 2:392 (1) of the Dutch Civil Code, insofar as applicable to ASM), is available for inspection by the shareholders at ASM's offices at Versterkerstraat 8 in Almere, the Netherlands and at the offices of ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands. The Annual Report 2024 is also available at ASM's website (www.asm.com).

The Annual Accounts 2024 have been audited by ASM's auditor, KPMG Accountants N.V. KPMG Accountants N.V. also provided a limited assurance on the sustainability information as set out in the Annual Report 2024.

The Annual Report 2024 is in English.

Agenda item 3c Adoption of dividend proposal

This item will be voted on.

ASM proposes to declare a regular dividend of €3.00 (three euros) per common share over 2024. ASM's policy regarding the regular dividend is to pay a sustainable dividend.

The amount of the regular dividend per common share in 2024 is higher than the dividend paid over 2023 (which was €2.75 (two euros and seventy five cents)).

Once the dividend has been declared, the dividend will be made available on May 21, 2025 (payment date).

Agenda item 4

Discharge

This consists of two agenda items.

Agenda item 4a Discharge of the members of the Management Board

This item will be voted on.

In accordance with Article 30.4 of the articles of association of ASM (the “Articles of Association”), it is proposed to the General Meeting to discharge the members of the Management Board from liability for actions in respect of their management during the financial year 2024 insofar as that management is reflected in the Annual Accounts 2024.

Agenda item 4b Discharge of the members of the Supervisory Board

This item will be voted on.

In accordance with Article 30.4 of the Articles of Association, it is proposed to the General Meeting to discharge the members of the Supervisory Board from liability in relation to the exercise of their supervision on the management by the Management Board in the financial year 2024 insofar as that management is reflected in the Annual Accounts 2024.

Agenda item 5

Composition of the Management Board: proposal to reappoint Mr. Verhagen as member of the Management Board

This item will be voted on.

As announced in ASM’s press release of December 10, 2024, the Supervisory Board proposes to – in accordance with Article 18.1 of the Articles of Association and following a recommendation by NSR – reappoint Mr. Verhagen for a period expiring at the close of the Annual General Meeting in 2027. His reappointment is for a two-year term, so that he can retire and spend more time with his family. The reappointment of Mr. Verhagen will be effective as per May 12, 2025, the date of the 2025 AGM. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 18.1 of the Articles of

Association and section 2:133 of the Dutch Civil Code to reappoint Mr. Verhagen as member of the Management Board.

Mr. Verhagen was appointed for the first time in 2021 for a four-year term. The Supervisory Board has granted him the title of Chief Financial Officer of ASM. The material elements of his management services agreement can be found on ASM's website (www.asm.com).

Mr. Verhagen is currently a member of the supervisory board of football club PSV and of the Delft University of Technology. The Supervisory Board decided to nominate Mr. Verhagen for reappointment given that he more than adequately fulfilled his duties as Management Board member over the past four years, his current activities and to provide continuity within the Management Board for the upcoming two years.

Agenda item 6

Composition of the Supervisory Board

This consists of three items.

As announced in ASM's press release of December 10, 2024, the Supervisory Board proposes to nominate Ms. Van der Meer Mohr (the Chair of the Supervisory Board) and Mr. Sanchez for reappointment as members of the Supervisory Board for a second four-year term and to nominate Ms. Kahle-Galonske for reappointment as member of the Supervisory Board for a third term, this time of one-year. With these reappointments, the Supervisory Board shall continue to consist of seven members.

Agenda item 6a Proposal to reappoint Ms. Van der Meer Mohr as member of the Supervisory Board

This item will be voted on.

Ms. Pauline van der Meer Mohr (1960) was initially appointed as member of ASM's Supervisory Board on September 29, 2021 for a four-year period expiring at the close of the 2025 AGM. It is proposed by the Supervisory Board, following a recommendation by the NSR, in order to attain adequate continuity and experience within the Supervisory Board to reappoint Ms. Van der Meer Mohr for an additional four-year period expiring at the close of the Annual General Meeting in 2029. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction of 2:133 of the Dutch Civil Code to re-appoint Ms. Van der Meer Mohr as a member of the Supervisory Board.

Pauline van der Meer Mohr is a seasoned non-executive director and brings four decades of experience in leadership positions in multinational businesses and academia. She started her career as a lawyer before making a career at the Royal Shell group from 1989 to 2004. After that she became the Group HR Director of TNT N.V. followed by fulfilling the

role of Senior Executive Vice President and Head of Group HR for ABN AMRO Bank N.V. She was President of the Executive Board of Erasmus University Rotterdam from 2010 until 2016. During this period, she was also a member of the Banking Code Monitoring Commission.

In the recent past, Ms. Van der Meer Mohr served as non-executive director of London listed HSBC Holdings Plc and Nasdaq listed Viatris Inc., was a member of the supervisory boards of Dutch-based ASML Holding N.V. and DSM N.V., and chaired the Supervisory Board of EY Netherlands LLP. She also chaired the Dutch Monitoring Committee Corporate Governance from 2019 until January 2023. Until last year, she was also a member of the Advisory Board of the Netherlands Environmental Planning Bureau PBL and the Capital Markets Committee of the Authority for Financial Markets (AFM). Ms. Van der Meer Mohr currently serves as member of the supervisory boards of the Euronext-listed NN Group N.V. (deputy chair) and Koninklijke Ahold Delhaize N.V.

Ms. Van der Meer Mohr has a master's degree in law from the Erasmus University Rotterdam, was admitted to the bar in 1988, and has a master in advanced dispute resolution from the University of Amsterdam. She is a Dutch national and is independent as per the Dutch Corporate Governance Code. She currently holds 200 shares in the capital of ASM.

With reference to Article 22.9 of the Articles of Association the Supervisory Board is pleased to confirm that Ms. Van der Meer Mohr has more than adequately fulfilled her duties as a Supervisory Board member over the past (nearly) four years, including as Chair of the Supervisory Board since 2022.

Agenda item 6b Proposal to reappoint Mr. Sanchez as member of the Supervisory Board

This item will be voted on.

Mr. Adalio Sanchez (1959) was initially appointed as member of ASM's Supervisory Board on September 29, 2021 for a four-year period expiring at the close of the 2025 AGM. It is proposed by the Supervisory Board, following a recommendation by the NSR, in order to attain adequate continuity and experience within the Supervisory Board to reappoint Mr. Sanchez for an additional four-year period expiring at the close of the Annual General Meeting in 2029. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction of 2:133 of the Dutch Civil Code to re-appoint Mr. Sanchez as a member of the Supervisory Board.

Adalio Sanchez is an information technology industry veteran and a successful senior executive with a strong track record in transforming and growing complex global businesses. Mr. Sanchez was with IBM Corporation from 1982 to 2014 where he held

various senior executive officer and global general management roles. Most recently, he led two IBM divisions with combined annual revenues exceeding six billion US dollars. Prior roles included Vice President of Corporate Strategy, and before that he ran IBM's Microelectronics division, where he was responsible for semiconductor process technology development, device engineering, manufacturing, and IBM's intellectual property portfolio. After IBM, Mr. Sanchez was with Lenovo Group Limited, from 2014 to 2015, and served as Senior Vice President of the Lenovo's Enterprise Systems Group with responsibility for the company's server, storage, cloud, and datacenter technologies business.

Mr. Sanchez currently serves as a non-executive Board of Directors member of the Nasdaq-listed US-based companies: Avnet, Inc. a global semiconductor sales and distribution company; and ACI Worldwide, Inc. a global software company facilitating electronic real-time digital payments, where serves as Chair of the Board. Mr. Sanchez previously served on the Board of Directors of Snap One Holdings Corp. and Quantum Corporation, also Nasdaq-listed US companies.

Mr. Sanchez has a bachelors degree in electrical engineering from the University of Miami, and an MBA from Florida International University. He was inducted to United States Academy of Engineering in 2023. He is a US national and is independent as per the Dutch Corporate Governance Code. He currently holds zero shares in the capital of ASM.

With reference to Article 22.9 of the Articles of Association the Supervisory Board is pleased to confirm that Mr. Sanchez has more than adequately fulfilled his duties as a Supervisory Board member over the past (nearly) four years.

Agenda item 6c Proposal to reappoint Ms. Kahle-Galonske as member of the Supervisory Board

This item will be voted on.

Ms. Kahle-Galonske (1969) was initially appointed as member of ASM's Supervisory Board in May 2017 for a four-year period and reappointed for a four-year period on May 17, 2021 expiring at the close of the 2025 AGM. It is proposed by the Supervisory Board, following a recommendation by the NSR, in order to attain adequate continuity and experience within the Supervisory Board to reappoint Ms. Kahle-Galonske for an additional one-year period expiring at the close of the Annual General Meeting in 2026. As announced in ASM's press release of December 10, 2024, after two terms, she has now agreed to stand for re-election for a one-year period to ensure a smooth transition of her role of Chair of the Audit Committee to Supervisory Board member Tania Micki in 2025. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:142 in conjunction of 2:133 of the Dutch Civil Code to re-appoint Ms. Kahle-Galonske as a member of the Supervisory Board.

Stefanie Kahle-Galonske holds since 2016 the position of Group Chief Financial Officer at Egon Zehnder, the Swiss based privately held executive search and leadership

consultancy firm and is currently a member of the Supervisory Board of Smart Photonics Holding B.V. Previously, she was between 2013 and 2016 the Chief Financial Officer at Markem Imaje AG, part of Dover Corporation, a global manufacturer of industrial printers and consumables for the packaging sector.

Ms. Kahle-Galonske has extensive experience in the semiconductor industry as she worked for many years in different roles at NXP Semiconductors N.V., where she, inter alia, served as Vice President and Chief Financial Officer of several business units. Ms. Kahle-Galonske was previously also a non-executive board member of Micronas Semiconductors AG in Switzerland and Nu-Tune Singapore PTE Ltd.

Mrs. Kahle-Galonske graduated in Economics at Ruhr University of Bochum, Germany and is a CPA since 2002. She is a German and Swiss national and is independent as per the Dutch Corporate Governance Code. She currently holds zero shares in the capital of ASM.

With reference to Article 22.9 of the Articles of Association the Supervisory Board is pleased to confirm that Ms. Kahle-Galonske has more than adequately fulfilled her duties as a Supervisory Board member over the past eight years.

Agenda item 7

Appointment of ASM's auditor

This consists of three items.

Agenda item 7a Proposal to appoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2025

This item will be voted on.

During the 2024 AGM, the General Meeting approved the appointment of Ernst & Young Accountants LLP as auditor for the financial year 2025. Further to an internal legal restructuring, Ernst & Young Accountants LLP no longer exists and EY Accountants B.V. is the legal successor fulfilling this engagement. At the 2024 AGM, ASM did not separately propose to appoint the auditor as assurance provider of sustainability information for the financial year 2025, as it deemed this implicit in the appointment as auditor.

Since then, the Bill for the Corporate Sustainability Reporting Directive Implementation Act and Draft Implementation Decree for the Sustainability Reporting Directive were published in the Netherlands, requiring a separate appointment of the assurance provider of sustainability information by the General Meeting. Subject to this upcoming legislation coming into force, the Supervisory Board proposes to appoint the auditor EY Accountants B.V. with Mr. Mark-Jan Moolenaar as lead partner, as assurance provider of sustainability information for the financial year 2025. A representative of EY Accountants B.V. will be present at the 2025 AGM.

Agenda item 7b Proposal to reappoint EY Accountants B.V. as auditor to audit the annual accounts for the financial year 2026

This item will be voted on.

The external auditor is appointed by the General Meeting. ASM's current external auditor is KPMG Accountants N.V., who was reappointed by the Annual General Meeting in 2023 for financial years 2023 and 2024. KPMG Accountants N.V. could be reappointed for the last time for the 2024 financial year due to the mandatory rotation after 10 years.

The Audit Committee performed a tender for the selection of a new auditor. Three audit firms have participated in the tender. After a careful process, the Audit Committee made a reasoned recommendation to the Supervisory Board to nominate EY Accountants B.V. (at the time: Ernst & Young Accountants LLP, see previous agenda item), with Mr. Mark-Jan Moolenaar as lead partner, as the new external independent auditor which resulted on May 13, 2024 in the appointment of EY Accountants B.V. (at the time: Ernst & Young Accountants LLP) as ASM's independent external auditor for the first time for financial year 2025.

Based on last year's selection procedure, the Audit Committee's recommendation and on the advice of the Management Board, the Supervisory Board proposes to reappoint EY Accountants B.V. (at the time: Ernst & Young Accountants LLP), with Mr. Mark-Jan Moolenaar as lead partner, as ASM's independent external auditor for the financial year 2026. A representative of EY Accountants B.V. will be present at the 2025 AGM.

Agenda item 7c Proposal to appoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2026

This item will be voted on.

Subject to upcoming legislation, the assurance provider of sustainability information is appointed by the General Meeting. On the advice of the Management Board and on the advice and recommendation of the Audit Committee, also based on the tender for the selection of a new auditor performed by ASM last year referred to in the previous agenda item, which also explicitly included experience with reviewing sustainability information, the Supervisory Board proposes to appoint the auditor EY Accountants B.V. with Mr. Mark-Jan Moolenaar as lead partner, as assurance provider of sustainability information for the financial year 2026 subject to the upcoming legislation referred to in agenda item 7a coming into force. A representative of EY Accountants B.V. will be present at the 2025 AGM.

Agenda item 8

Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares and to limit or exclude any pre-emptive rights

This consists of two items.

Agenda item 8a Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares

This item will be voted on.

In accordance with Articles 5.1 and 5.6 of the Articles of Association, it is proposed that the General Meeting appoints the Management Board, for an 18-month period, to be calculated from the date of the 2025 AGM, as the body of ASM which, subject to the Supervisory Board's approval, is authorized to issue common shares – including the granting of rights to acquire common shares – at such a price, and on such conditions as determined for each issue by the Management Board, subject to the Supervisory Board's approval as may be required.

The number of common shares including rights to acquire common shares which the Management Board shall be authorized to issue shall be no more than 10% of the total currently issued capital of ASM in the form of common shares on the date of the 2025 AGM.

Agenda item 8b Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights with respect to the issue of common shares and rights to acquire common shares

This item will be voted on.

In accordance with Article 7.5 of the Articles of Association and in connection with agenda item 8a, it is proposed that the General Meeting appoints the Management Board, for an 18-month period, to be calculated from the date of the 2025 AGM, as the body of ASM which, subject to the Supervisory Board's approval, is authorized to limit or exclude any pre-emptive rights of existing shareholders if common shares are issued or rights to acquire common shares are granted.

Pursuant to section 2:96a(7) of the Dutch Civil Code and in accordance with Article 7.6 of the Articles of Association, a resolution of the General Meeting to designate the Management Board as the competent body to limit or exclude any pre-emptive rights of existing shareholders, requires a majority vote of at least two thirds of the votes cast if less than 50% of the issued share capital of ASM is represented at the General Meeting.

Agenda item 9

Authorization of the Management Board to repurchase common shares in ASM

This item will be voted on.

In accordance with Article 8.1 of the Articles of Association, it is proposed that the General Meeting authorizes the Management Board, subject to the Supervisory Board's approval, for an 18-month period, to be calculated from the date of the 2025 AGM to cause ASM to repurchase common shares in ASM up to a maximum of 10% of the total issued capital on the date of the 2025 AGM at a price at least equal to the shares' nominal value and at most equal to 110% of the share's average closing price according to the listing on the Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

Agenda item 10

Any other business

Agenda item 11

Closure
