AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Thursday 16 May 2013, at 2 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

1. Opening / Announcements

2. Report on the financial year 2012

3. Adoption of the Annual Accounts 2012 *

4. Adoption of dividend proposal *

5. Discharge of the members of the Management Board *

6. Discharge of the members of the Supervisory Board *

7. Composition of the Supervisory Board *

8. Appointment of the Company's auditors for the financial year 2013 *

9. 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 *

10. Authorization of the Management Board to repurchase common shares in the Company *

11. Amendment of Articles of Association (I) *

12. Report on and discussion on outcome study into the causes of the non-recognition by the markets of the value of the combined businesses of the Company and on action taken in connection therewith

13. Amendment of the Articles of Association (II) relating to the increase and the decrease of the par value of the common shares in the capital of the Company and proposed extraordinary distribution of € 4.25 per common share by way of repayment of capital *

14. Any other business

15. Closure

* = voting item(s)

EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Thursday 16 May 2013, at 2 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

Agenda Item 2
The Management Board's report on the financial year 2012

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2012.

Agenda Item 3
Adoption of the Annual Accounts 2012

This item will be voted on.

The Statutory Annual Report 2012 (which includes the Annual Report 2012 and the Annual Accounts 2012, as well as the information to be added under section 2:392(1) of the Dutch Civil Code, insofar as applicable to the Company), will be available for inspection by the shareholders from 4 April 2013 at the Company'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 Statutory Annual Report 2012 is also available at the Company's website (www.asm.com) and may also be obtained by any shareholder at no charge through ABN AMRO Bank N.V. (telephone: (+31) (0) 20 344 2000), the Company and at the meeting itself.

The Annual Accounts 2012 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2012 is in English.

Agenda Item 4
Adoption of dividend proposal

This item will be voted on.

A dividend in cash of € 0.50 per common share is proposed to be paid from the available reserves. The net earnings for the year 2012 have been added to the accumulated deficit/net earnings. The dividend amount of € 0.50 per common share shall be payable on 30 May 2013.

Agenda Item 5
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, it is proposed to the General Meeting of Shareholders to discharge the members of the Management Board from liability in relation to the exercise of their duties in the financial year 2012.

Agenda Item 6
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 of Shareholders to discharge the members of the Supervisory Board from liability in relation to the exercise of their duties in the financial year 2012.

Agenda Item 7
Composition of the Supervisory Board

These items will be voted on.

Agenda Item 7(a) Reappointment of Mr. G-J. Kramer to the Supervisory Board
This Agenda Item 7 (a) has been withdrawn, ASMI Announces Withdrawal by Mr. G.J. Kramer

7(a) In accordance with the applicable rotation scheme the term of Mr. G-J. Kramer's mandate expires on the date of this Annual General Meeting and it is proposed by the Supervisory Board to reappoint Mr. Kramer (70) for an additional four-year period expiring on the date of the Annual General Meeting in 2017. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:133 of the Dutch Civil Code to re-appoint Mr. Kramer to the Supervisory Board.

Gert-Jan Kramer, age 70, served as President and Chief Executive Officer of Fugro N.V. for more than 20 years until his retirement in 2005. Fugro N.V., a Dutch geotechnical engineering group, collects and interprets data related to the earth's surface and seabed, principally for the oil, gas, mining and construction industries. From 1977 through to 1983, Mr. Kramer was Director at Broekhoven Baggermaatschappij Zeist (today part of Van Oord N.V.). He also worked as a project manager at Koninklijke Adriaan Volker Groep (today Koninklijke Volker Wessels Stevin N.V.), with the Royal Dutch Navy and as Design Engineer at the Department of Maritime Construction of the Dutch Government.

Mr. Kramer currently serves on the supervisory boards of Fugro N.V., Damen Shipyards Group and Energie Beheer Nederland B.V. He is Chairman of the Supervisory Board of the Delft Technical University and board member of the following organisations: Stichting Preferente Aandelen Arcadis N.V., Stichting Pieterskerk Leiden, Stichting Museum Beelden aan Zee, the Concertgebouw Fonds, PKN (Protestant Churches in the Netherlands, service organisation), Amsterdam Sinfionetta and Residentie Orkest. Furthermore, Mr. Kramer is member of the commission C.A.P van Stolk Prijs and advisory council of Nieuwe Kerk/Hermitage Amsterdam and the Frans Hals Museum Haarlem.

Mr. Kramer was also a member of the Dutch Corporate Governance Code Monitoring Committee. Mr. Kramer currently owns no shares in the Company.

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

Agenda Item 7(b) Reappointment of Mr. J. Lobbezoo to the Supervisory Board

7(b) In accordance with the applicable rotation scheme the term of Mr. Lobbezoo's mandate expires on the date of this Annual General Meeting and it is proposed by the Supervisory Board to reappoint Mr. Lobbezoo (66) for an additional four-year period expiring on the date of the Annual General Meeting in 2017. The Supervisory Board has therefore drawn up a binding nomination in accordance with Article 22.3 of the Articles of Association and section 2:133 of the Dutch Civil Code to re-appoint Mr. Lobbezoo to the Supervisory Board.

Jan Lobbezoo, age 66, retired in the beginning of 2007 from the Royal Philips Group. He served last as Executive Vice-President Philips International with the responsibility of financial oversight of several minority shareholdings. Mr. Lobbezoo joined the Philips Group in May 1970 and his working experience has been mainly in senior financial management positions. Between May 1994 and September 2005 he served as Executive Vice-President and Chief Financial Officer of Philips Semiconductors (now NXP Semiconductors). He served until March 2007 for over 12 years on the Board of Taiwan Semiconductor Manufacturing Company (TSMC), the world largest semiconductor foundry organization. He remains an advisor to TSMC, specifically in the area of US governance, international reporting and financial review.

Mr. Lobbezoo was also non-executive director of TMC Group N.V., a Dutch high-tech secondment services company, which was quoted on the NYSE Alternext Stock Exchange Amsterdam until it was delisted earlier this year after acquisition by Gilde Buy-Out Partners.

Mr. Lobbezoo is currently on the management board of FEI Company, a leading nano technology equipment company listed on the Nasdaq Stock Exchange. Apart from the quoted companies listed above, Mr. Lobbezoo also serves on the (supervisory) boards of the following privately owned high-tech start-up companies: Mapper Lithography (Delft, the Netherlands), Mutracx (Helmond, the Netherlands), Salland Engeneering (Zwolle, the Netherlands), ALSI (Beuningen, the Netherlands) and Point One Innovation Fund (Eindhoven, the Netherlands).

Mr. Lobbezoo holds a masters degree in Business Economics from the Erasmus University, Rotterdam, the Netherlands and obtained a post-graduate accountancy degree (*Register accountant*) at that University. Mr. Lobbezoo currently holds no shares in the Company.

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

Agenda Item 8
Appointment of the Company's auditors for the financial year 2013

This item will be voted on.

The external auditor is appointed by the General Meeting of Shareholders each time in respect of one financial year. On the advice of the Audit Committee and Management Board, the Supervisory Board will propose that the current accountant, Deloitte Accountants B.V., be appointed as the Company's external auditor for the financial year 2013. A representative of Deloitte Accountants B.V. will be present at the General Meeting of Shareholders.

Agenda Item 9
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

These items will be voted on.

9(a) In accordance with Articles 5.1 and 5.6 of the Articles of Association, it is proposed that the General Meeting of Shareholders appoints the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which, subject to the Supervisory Board's approval, is authorized to issue common shares - including granting the right to subscribe for 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 subscribe for common shares which the Management Board shall be authorized to issue shall be no more than 10% of the total currently issued capital of the Company in the form of common shares in normal cases, and no more than 20% of the total currently issued capital of the Company in the form of common shares in the case of an issue related to a merger or acquisition, or to financing instruments regarding which issuing shares or granting rights to subscribe for common shares is desirable.

9(b) In accordance with Article 7.5 of the Articles of Association, it is proposed that the General Meeting of Shareholders appoints the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which, subject to the Supervisory Board’s approval, is authorized to limit or exclude any pre-emptive rights of existing shareholders when common shares or rights to subscribe for common shares are issued.

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 of shareholders 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 the Company is represented at the general meeting.

Agenda Item 10
Authorization of the Management Board to repurchase common shares in the Company

This item will be voted on.

In accordance with Article 8.1 of the Articles of Association, it is proposed that the General Meeting of Shareholders authorizes the Management Board, subject to the Supervisory Board’s approval, for an 18-month period, to be calculated from the date of the Annual General Meeting to cause the Company to repurchase common shares in the Company up to a maximum of 10% of the issued capital 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 NYSE Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

Agenda Item 11
Amendment Articles of Association I

This item will be voted on.

In accordance with Article 34 of the Articles of Association, the Management Board and the Supervisory Board propose amending the Articles of Association relating to certain changes pursuant to the Management and Supervision Act (*Wet Bestuur en Toezicht*) which came into force on 1 January 2013 ("Proposal I").

Under the new legislation, a conflict of interest does not impair on the authority of a member of the Management Board to represent the Company. As a result, Article 21.2 of the Articles of Association is obsolete. Therefore, it is proposed to delete Article 21.2 of the Articles of Association.

Proposal I has been available for inspection at the Company's offices and at the offices of ABN AMRO Bank N.V., from the day of the notice convening this Annual General Meeting. Proposal I has also been posted on the Company's website (www.asm.com).

By a vote in favour of the proposed amendment the General Meeting of Shareholders shall be deemed to have authorized each member of the Management Board as well as each civil-law notary (*notaris*) and prospective civil-law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign and execute the relevant deed of amendment of the Articles of Association and to undertake all other activities as the authorized person deems necessary or useful.

Agenda Item 12
Report and discussion on outcome study into the causes of the non-recognition by the markets of the value of the combined businesses of the Company and on action taken in connection therewith

This item will be discussed.

At the Annual General Meeting of Shareholders held in May 2012, the Company announced that it would carry out a study into the causes of the lack of recognition by the markets of the value of the combined businesses (Front-end and Back-end) of the Company.

Following that announcement, the Company appointed Morgan Stanley & Co. International plc ("Morgan Stanley") and The Hongkong and Shanghai Banking Corporation Limited ("HSBC Bank") to act as its financial advisers and to assist the Company in carrying out the study.

The study was initiated shortly after the 2012 Annual General Meeting of Shareholders. Each of the Company's financial advisers independently carried out an investigation involving frequent discussions with the Company's Management Board and legal and tax advisers. The advisers also presented their findings to the Company's Supervisory Board.

No single or predominant factor was identified in causing the valuation discrepancy. However, a number of causes and circumstances were identified as potentially influencing the valuation discrepancy, including a holding company discount related to the current corporate structure.

Subsequently, an analysis was conducted by the Company in close cooperation with its advisers of the various potential courses of action, including those suggested by shareholders. The alternatives that were investigated included a full or partial placement or sale of the Company's stake in ASM Pacific Technology Ltd. ("ASM PT"), a spin-off of shares in ASM PT and several merger alternatives.

As part of this analysis, the Company carefully considered the interests of the Company, its shareholders as well as other relevant stakeholders. The Company also took into account the various operational connections between the Front-end business and the Back-end business as well as potential accounting, legal and tax implications and execution risks.

The Management Board and the Supervisory Board of the Company concluded that a partial secondary placement of 8-12% of the Company's stake in ASM PT was the most suitable step to be taken to address the non-recognition by the markets of the value of the combined businesses of the Company. This course of action has been chosen taking into account, amongst others, equity market capacity, tax efficiency and ongoing corporate stability at ASMI and ASM PT. This step provides flexibility for further action, if deemed appropriate.

The board of directors of ASM PT expressed its support for the secondary placement. In addition thereto, certain major shareholders of the Company, representing approximately 27% of the total outstanding shares in the Company, were consulted in advance with regard to this proposed action and expressed support thereof.

Subsequently, on 13 March 2013, the Company announced the completion of the study and simultaneously the placement of a total of 47,424,500 common shares of ASM PT at a price of HK$ 90.00 per share through a partial secondary share placement representing a 12% stake in ASM PT (the "Placement"). The Placement was effected by an accelerated bookbuilt offering. The shares in ASM PT were sold to institutional and other professional investors globally.

The Placement generated cash proceeds for the Company to a gross amount of HK$ 4,268,205,000 (approximately € 422 million).

The Company proposes to distribute € 4.25 per common share to its shareholders, representing approximately 65% of the cash proceeds from the Placement. More information about this distribution is set out in agenda item 13.

This distribution will be in addition to the proposed dividend of € 0.50 per common share as proposed under agenda item 4.

The remainder of the proceeds of the Placement will be used to further strengthen the business of the Company.

Following the Placement, the Company owns 40.08% of the shares in ASM PT and as of today continues to be the largest shareholder of ASM PT.

Agenda Item 13
Amendment of the Articles of Association (II) relating to the increase and decrease of the par value of the common shares in the capital of the Company and proposed extraordinary distribution of € 4.25 per common share by way of repayment of capital

This item will be voted on.

This proposal relates to the increase of the par value of all one hundred ten million (110,000,000) common shares of the authorized capital of the Company from € 0.04 to € 4.29 and the subsequent capital decrease of the par value of all one hundred ten million (110,000,000) common shares of the authorized capital of the Company from € 4.29 to € 0.04.

Under this agenda item it is proposed to first increase the issued capital of the Company by increasing the par value of all common shares by amending Article 3 of the Articles of Association and subsequently to decrease the issued capital of the Company by decreasing the par value of all common shares by amending Article 3 of the Articles of Association, to be effected by the execution of the deed of amendment of the Articles of Association relating to the capital increase respectively the deed of amendment of the Articles of Association relating to the capital decrease.

In accordance with Article 34 of the Articles of Association, the Management Board and the Supervisory Board propose amending the Articles of Association in accordance with the proposals (respectively "Proposal II(a)" and "Proposal II(b)") which have been available for inspection at the Company's offices and at the offices of ABN AMRO Bank N.V., from the day of the notice convening this Annual General Meeting. Proposal II(a) and Proposal II(b) have also been posted on the Company's website (www.asm.com).

By a vote in favour of the proposed amendments the General Meeting of Shareholders shall be deemed to have authorized each member of the Management Board as well as each civil-law notary (*notaris*) and prospective civil-law notary (*kandidaat-notaris*) of Stibbe N.V. in Amsterdam to make any adjustments that are necessary as well as to sign and execute the relevant deeds of amendment of the Articles of Association and to undertake all other activities as the authorized person deems necessary or useful.

As described under agenda item 12 above, the Placement has generated cash proceeds to a gross amount of approximately € 422 million. The Company proposes to distribute € 4.25 per common share, to its shareholders (the "Distribution"). To effect the Distribution free of any Dutch withholding tax under current Dutch tax law, it is proposed that the Distribution is effected as a repayment to the shareholders pursuant to a capital reduction by way of a reduction of the par value of the common shares.

Initially, the capital of the Company shall be increased and the increase shall be charged against the Company's share premium reserves and general reserves in a proportion to be determined on the basis of the measure by which shareholders of the Company qualify for an exemption from being subject to dividend withholding tax. Subsequently, the capital of the Company shall be decreased and the Distribution shall be effected.

Pursuant to section 2:99(6) of the Dutch Civil Code, a resolution of the general meeting of shareholders to decrease the capital of the Company requires a majority vote of at least two thirds of the votes cast if less than 50% of the issued share capital of the Company is represented at the general meeting.

Pursuant to section 2:100(3) of the Dutch Civil Code, a resolution of the general meeting of shareholders to decrease the capital of the Company must be deposited at the Trade Register of the Dutch Chamber of Commerce and a notice of such deposition must be published in a national daily newspaper. Within two months after such publication creditors of the Company may oppose to the resolution to reduce the capital of the Company. Pursuant to section 2:100(5) of the Dutch Civil Code, the resolution to reduce the capital of the Company shall only be effective after the expiry of the two month period or, in the event of any creditors' opposition, after all objections are withdrawn or removed.

Once the resolution to reduce the capital of the Company has become effective in accordance with section 2:100(5) of the Dutch Civil Code, the following shall occur immediately in succession: (i) the execution of the deed of amendment of the Articles of Association of the Company relating to the capital increase and (ii) the execution of the deed of amendment of the Articles of Association of the Company relating to the capital decrease.

Subject to the condition that no creditor's opposition has been made and that interim accounts evidence that the Distribution is permitted, the deed of amendment of the Articles of Association relating to the capital increase and the deed of amendment of the Articles of Association relating to the capital decrease is scheduled to be executed shortly after 18 July 2013 and the Distribution is expected to become payable not later than on 31 July 2013.

Agenda Item 14
Any other business

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