

## CONVOCAATION

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Wednesday 21 May 2014, at 2:00 p.m. CET at Hotel Almere, Veluwezoom 45, Almere, the Netherlands.

## AGENDA

1. Opening / Announcements
2. Report on the financial year 2013
3. Execution of the Remuneration Policy in 2013
4. Adoption of the Annual Accounts 2013 \*
5. Adoption of dividend proposal \*
6. Discharge of the members of the Management Board \*
7. Discharge of the members of the Supervisory Board \*
8. Appointment of the Company's auditors for the financial year 2014 and 2015 \*
9. Composition of the Management Board \*
10. Composition of the Supervisory Board \*
11. Revision of the Remuneration Policy \*
12. 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 \*
13. Authorization of the Management Board to repurchase common shares in the Company \*
14. Any other business
15. Closure

\* = voting item(s)

The agenda plus explanatory notes and annexes and the Statutory Annual Report 2013 (which includes the Annual Report 2013 and the Annual Accounts 2013) are available for inspection by each shareholder as of today at the Company's offices at Versterkerstraat 8 in Almere, the Netherlands and at the ABN AMRO Bank N.V., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands, tel. (+31) (0) 20 3442000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com). They are also 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).

### Record Date

For this 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 23 April 2014 following the registration of all transactions on that date ("Record Date"), provided that such person has provided the Company with a notification in accordance with the following paragraph. For holders of deposit shares, the administration of the institutions that are intermediaries as defined in the Securities Giro Act (the "Intermediary") are appointed as (sub) registers.

**Notification**

Holders of deposit shares or their proxies who wish to attend the meeting, must as from 24 April 2014 and no later than 14 May 2014 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 to ABN AMRO Bank N.V. a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) including the number of shares notified for registration and held by that shareholder at the Record Date no later than 12:00 a.m. CET on 14 May 2014. 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. The shareholders will receive via ABN AMRO Bank N.V. a registration certificate which serves as attendance card for the meeting.

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 14 May 2014.

**Power of attorney**

A shareholder who wishes to attend by proxy, must submit an executed legally valid power of attorney – whether or not in the form of the bottom side of the registration certificate - to the Company no later than 14 May 2014. Persons who are entitled to attend the meeting may also electronically instruct Ruud van Bork (an independent civil law notary of Loyens & Loeff N.V.) to vote no later than on 14 May 2014, via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

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

Almere, 9 April 2014

ASM International N.V.  
The Management Board

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