

CONVOCAATION

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Monday 22 May 2017, at 2:00 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

AGENDA

1. Opening / Announcements
2. Report on the financial year 2016
3. Execution of the Remuneration Policy in 2016
4. Adoption of the Annual Accounts 2016*
5. Adoption of dividend proposal*
6. Discharge of the members of the Management Board*
7. Discharge of the members of the Supervisory Board*
8. Composition of the Supervisory Board*
9. Appointment of the Company's auditors for the financial year 2017*
10. 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*
11. Authorization of the Management Board to repurchase common shares in the Company*
12. Withdrawal of treasury shares *
13. Agenda item request from Eminence Capital:
Discussion of the policy of the Management Board and the Supervisory Board in relation to ASMI's shareholding in ASM Pacific in 2016 and thereafter and the risks and benefits of a full divestiture of it
14. Any other business
15. Closure

* = voting item(s)

The agenda plus explanatory notes and annexes and the Statutory Annual Report 2016 (which includes the Annual Report 2016 and the Annual Accounts 2016) are 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., Gustav Mahlerlaan 10, in Amsterdam, the Netherlands, tel. (+31) (0)20 3442000, e-mail: corporate.broking@nl.abnamro.com. They are also placed on the website of the Company: www.asm.com and available via 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 24 April 2017 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 25 April 2017 and no later than 17 May 2017 (13.00 p.m. CET) give notice hereof to ABN AMRO Bank N.V. via 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 including the number of shares notified for registration and held by that shareholder at the Record Date no later than 17:00 p.m. CET on 17 May 2017. 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 17 May 2017.

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 17 May 2017. 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 17 May 2017, via 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, 10 April 2017

ASM International N.V.
The Management Board