

# Agenda for Annual General Meeting 2026

## ASM International N.V. ("ASM")

To be held on Monday May 11, 2026, 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 2025

2a Report on the financial year 2025

2b Corporate governance structure and compliance with the Dutch Corporate Governance Code

### 3. Financials

3a Remuneration Report 2025 \*

3b Adoption of the Annual Accounts 2025 \*

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. Proposal to amend the Remuneration Policy for the Management Board \*

### 6. Remuneration Supervisory Board

6a Proposal to amend the Remuneration Policy for the Supervisory Board \*

6b Proposal to amend the remuneration of the members of the Supervisory Board and its committees \*

### 7. Reappointment proposals

7a Proposal to reappoint Mr. M'Saad as a member of the Management Board \*

7b Proposal to reappoint Mr. De Jong as a member of the Supervisory Board \*

### 8. Appointment of ASM's auditor

8a Proposal to reappoint EY Accountants B.V. as auditor to audit the annual accounts for the financial year 2027 \*

8b Proposal to reappoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2027 \*

9. 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
  - 9a Designation of the Management Board as the competent body to issue common shares and to grant rights to acquire common shares \*
  - 9b 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 \*
10. Authorization of the Management Board to repurchase common shares in ASM \*
11. Any other business
12. Closure

\* = voting item(s)

## EXPLANATORY NOTES TO THE AGENDA

for ASM International N.V.'s Annual General Meeting, to be held on Monday May 11, 2026, 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 “2026 AGM”).

### Agenda item 1 Opening / Announcements

### Agenda item 2 Report on the financial year 2025

This consists of two agenda items.

#### Agenda item 2a Report on the financial year 2025

The Management Board will report on the business and results of operations for the financial year 2025, as well as provide an explanation of the ESG policy.

#### Agenda item 2b Corporate governance structure and compliance with the Dutch Corporate Governance Code

The Dutch Corporate Governance Code (the “Code”) provides guidance for effective collaboration and management. The purpose of the Code is to facilitate – together with or in relation to other laws and regulations – a sound and transparent system of checks and balances within Dutch listed companies and, to that end, to regulate relations between the Management Board, the Supervisory Board and the General Meeting.

The Code was first adopted in 2003 and was amended in 2008, 2016, 2022 and most recently updated in 2025. The current Code applies from the financial year starting on January 1, 2025. The 2025 update to the Code includes the integration of the new mandatory risk management statement (*VOR – verklaring omtrent risicobeheersing*).

As per the recommendation of the Corporate Governance Code Monitoring Committee, ASM submits chapter 21 of the Annual Report 2025, outlining ASM’s corporate governance structure and its compliance with the Code, as a separate agenda item for discussion at the General Meeting. A reference is made to this chapter. The Annual Report 2025 is available at ASM’s website ([www.asm.com](http://www.asm.com)).

### **Agenda item 3 Financials**

This consists of three agenda items.

#### **Agenda item 3a Remuneration Report 2025**

This item will be voted on.

The remuneration report 2025 is included on pages 142 – 155 of the Annual Report 2025 (the “Remuneration Report 2025”). The Annual Report 2025 is available on ASM’s website ([www.asm.com](http://www.asm.com)).

At the 2026 AGM, the Chair of ASM’s Nomination, Selection and Remuneration Committee (“NSR”) will discuss the Remuneration Report 2025. In accordance with section 2:135b (2) of the Dutch Civil Code, the General Meeting may cast an advisory vote on the Remuneration Report 2025. Shareholders are asked to vote in favor of the Remuneration Report 2025.

#### **Agenda item 3b Adoption of the Annual Accounts 2025**

This item will be voted on.

ASM proposes adopting the Annual Accounts 2025.

The Annual Report 2025 (which includes the Directors Report 2025 and the Annual Accounts 2025, 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 through ABN AMRO Bank N.V via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and by email: [AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com). The Annual Report 2025 is also available at ASM’s website ([www.asm.com](http://www.asm.com)).

The Annual Accounts 2025 have been audited by ASM’s auditor, EY Accountants B.V., which also provided a limited assurance on the sustainability information as set out in the Annual Report 2025.

The Annual Report 2025 is in English.

#### **Agenda item 3c Adoption of dividend proposal**

This item will be voted on.

ASM proposes declaring a regular dividend of €3.25 (three euros twenty-five cents) per common share over 2025. ASM’s policy regarding the regular dividend is to pay a sustainable dividend.

The amount of the regular dividend per common share over 2025 is twenty-five cents higher than the dividend paid over 2024 (which was €3.00 (three euros)).

Once the dividend has been declared, the dividend will be made available on May 21, 2026 (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 2025 insofar as that management is reflected in the Annual Accounts 2025.

##### **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 2025 insofar as that management is reflected in the Annual Accounts 2025.

#### **Agenda item 5 Proposal to amend the Remuneration Policy for the Management Board**

This item will be voted on.

ASM has a remuneration policy for the members of the Management Board. This remuneration policy was adopted by the General Meeting on May 15, 2023 (the “Existing Remuneration Policy MB”).

In accordance with section 2:135a (2) of the Dutch Civil Code it is proposed by the Supervisory Board to adopt a new remuneration policy for the members of Management Board (the “New Remuneration Policy MB”). This adoption of the New Remuneration Policy MB includes the approval of the General Meeting in the meaning of section 2:135 (5) of the Dutch Civil Code.

The New Remuneration Policy MB is proposed by the Supervisory Board after recommendation of the NSR. Following ASM's ongoing dialogue with stakeholders, the Supervisory Board made further adjustments to the Existing Remuneration Policy MB, acting on the feedback received in the course of recent interactions with various of ASM's stakeholders and ensuring continued alignment with the market and best practices. The principal updates introduced in the New Remuneration Policy MB, compared with the Existing Remuneration Policy MB, include:

- Updated Long-Term Incentive (LTI), increasing on-target opportunity for the CEO and other Management Board members, reflecting competitive differences between the US and other regions, while maintaining robust caps to avoid excessive outcomes.
- Updated Short-Term Incentive (STI), increasing on-target opportunities while maintaining clear differentiation between the CEO and other Management Board members, aligned with ASM's scale, market practice, and the need for sharper annual execution.
- Strengthened share ownership guidelines, increasing the requirement for the CEO and maintaining meaningful ownership expectations for other Management Board members, supported by structured build-up and enforced through post-vesting holding requirements.
- Clarified that if an employee share plan for ASM group employees is to be established in the future, the Management Board members may be allowed to participate in this plan as well.
- Reinforced governance safeguards, including strengthened malus and clawback provisions, enhanced *ex ante* calibration, transparent *ex post* disclosure, disciplined oversight of the Total Shareholder Return (TSR) peer group, and continued adherence to the Dutch Corporate Governance Code.
- Enhanced transparency, reinforcing ASM's commitment to transparent remuneration reporting.

These adjustments constitute an evolution of ASM's remuneration framework. They preserve the core architecture of the Existing Remuneration Policy MB, ensure alignment with ASM's strategic and sustainability objectives and promote the attraction and retention of top leadership talent in a highly competitive market, while strengthening transparency and good governance. The rationale underpinning the proposed changes is set out in a separate document. The Supervisory Board is confident that the New Remuneration Policy MB represents a balanced, fair, and responsible framework that appropriately links remuneration outcomes to the creation of sustainable long-term value for all stakeholders which will contribute to retaining and attracting ASM top leadership at a pivotal moment of its growth strategy.

If adopted by the 2026 AGM, the New Remuneration Policy MB will take effect retroactively from January 1, 2026 and will replace the Existing Remuneration Policy MB. It is intended that the New Remuneration Policy MB will be applicable for four years onwards until

December 31, 2029. Material changes to the New Remuneration Policy MB during this four-year period will be presented to the General Meeting for adoption.

The proposed New Remuneration Policy MB and the rationale underpinning the proposed changes can be found on ASM's website [www.asm.com](http://www.asm.com) together with the documents for the 2026 AGM, which form part of this agenda and explanatory notes.

## **Agenda item 6**

### **Remuneration Supervisory Board**

This consists of two agenda items.

#### **Agenda item 6a Proposal to amend the Remuneration Policy for the Supervisory Board**

This item will be voted on.

ASM has a remuneration policy for the members of the Supervisory Board. This remuneration policy was adopted by the General Meeting on May 13, 2024 (the "Existing Remuneration Policy SB").

In accordance with section 2:135a (2) in conjunction with 2:145 (2) of the Dutch Civil Code it is proposed by the Supervisory Board, following a recommendation by the NSR, to adopt a new remuneration policy for the members of the Supervisory Board (the "New Remuneration Policy SB"). The NSR has entered into dialogues with stakeholders as part of the preparation of the New Remuneration Policy SB.

The purpose of the New Remuneration Policy SB is to provide compensation that:

- aligns with the enlarged scope of ASM;
- motivates and rewards Supervisory Board members with balanced compensation, in sync with role and responsibilities;
- allows ASM to attract, reward and retain highly qualified, independent, and high-caliber members of the Supervisory Board with the required background, experience and a broad skillset; and
- aligns with comparable peer companies.

The changes and clarifications in the New Remuneration Policy SB compared to the Existing Remuneration Policy SB constitute the following:

- An introduction of a fee for the Vice-chair of the Supervisory Board. This is considered appropriate in view of the increasingly important role of the Vice-chair.

- Removal of the table with individual fees (including travel allowances and expenses and other remuneration) from the Existing Remuneration Policy SB and including this table in the Annex 1 thereto (as proposed by the Supervisory Board in agenda item 6b), making a clear distinction between the New Remuneration Policy SB and the individual fees (which requires absolute majority for changes). It is noted that ASM already separated voting on the Existing Remuneration Policy SB and the fees for the Supervisory Board in 2024 in line with what several other Dutch listed companies do.

If adopted by the 2026 AGM, the New Remuneration Policy SB will take effect retroactively from January 1, 2026, and will replace the Existing Remuneration Policy SB. It is intended that the New Remuneration Policy SB will be applicable for four years onwards until December 31, 2029. Material changes to the New Remuneration Policy SB during this four-year period will be presented to the General Meeting for adoption.

A further explanation of the rationale for the proposed changes is included in a separate document published together with the New Remuneration Policy SB as part of the convocation documents.

The proposed New Remuneration Policy SB (with Annex 1 including the fees) and the rationale underpinning the proposed changes can be found on ASM's website [www.asm.com](http://www.asm.com) together with the documents for the 2026 AGM, which form part of this agenda and explanatory notes.

### **Agenda item 6b Proposal to amend the remuneration of the members of the Supervisory Board and its committees**

The NSR has prepared, with the assistance of a third party, a comparability study of the compensation levels for the members of the Supervisory Board to capture the different dynamics of the Supervisory Board remuneration. The comparability study comprised a combination of Dutch general market companies and international sector-specific companies. The selection of the companies included in the market reference group are based on comparability to ASM in terms of anyone or more of the following criteria: governance structure (two-tier system), size and complexity.

Following a recommendation by the NSR and dialogues with stakeholders, the Supervisory Board proposes to make certain changes to the remuneration payable to the members of the Supervisory Board, with retrospective effect from January 1, 2026. As explained in the rationale for amending the Existing Remuneration Policy SB under agenda item 6a, the Supervisory Board proposes to the 2026 AGM to determine the various elements of the Supervisory Board remuneration payable in a financial year of ASM as follows and include a fee for the Vice-chair:

<b>Position</b>	<b>Current fee</b>	<b>Proposed fee</b>
<i>Supervisory Board</i>		
Chair Supervisory Board	EUR 130,000	EUR 160,000
Vice-chair Supervisory Board (subject to adoption of agenda item 6a)	N.A.	EUR 110,000
Member Supervisory Board	EUR 80,000	EUR 87,000
<i>Audit Committee</i>		
Chair Audit Committee	EUR 25,000	EUR 30,000
Member Audit Committee	EUR 18,000	EUR 22,000
<i>Nomination, Selection and Remuneration (NSR) Committee</i>		
Chair NSR Committee	EUR 22,000	EUR 23,000
Member NSR Committee	EUR 15,000	EUR 17,000
<i>Technology Committee</i>		
Chair Technology Committee	EUR 22,000	EUR 23,000
Member Technology Committee	EUR 15,000	EUR 17,000
<i>Other committees</i>		
Chair other committee	EUR 22,000	EUR 23,000
Member other committee	EUR 15,000	EUR 17,000
<i>Travel allowance</i>		
Continental	EUR 2,500	EUR 2,500
Intercontinental	EUR 5,000	EUR 10,000
<i>Fees for additional meetings in excess of 2 hours in accordance with the New Remuneration Policy SB</i>		
<i>Special business circumstances</i>	EUR 2,500	EUR 2,500

At the date of the convocation, the Supervisory Board has three committees in place: the Audit Committee, NSR, and Technology Committee. Although there are no immediate plans and as the New Remuneration Policy SB will in principle apply for the next four years, the New Remuneration Policy SB allows for remuneration to be awarded to potential other committees in the future.

It is proposed that actual and reasonable travel expenses of the members of the Supervisory Board are reimbursed together with a gross travel allowance of EUR 2,500 for continental travels and EUR 10,000 for intercontinental travels if operated for physical attendance at meetings. The amount of continental travel remains the same as included in the Existing Remuneration Policy SB, but the amount of intercontinental travel is increased from EUR 5,000 to EUR 10,000. Moreover, it is proposed to give Supervisory Board members gross compensation of EUR 2,500 for additional meetings lasting more than two hours in excess of the regular Supervisory Board and committee meetings cadence in case of special business circumstances (e.g. important investments, management board or supervisory board vacancies or other similarly important matters), provided that prior approval of the Chair of the Supervisory Board has been obtained. All amounts are gross amounts. If this agenda item is not adopted, the current fees payable to the Supervisory Board members will remain applicable.

## **Agenda item 7**

### **Reappointment proposals**

This consists of two agenda items.

As announced in ASM's press release of December 8, 2025, the Supervisory Board nominates Mr. Hichem M'Saad for a second term, for four years, as member of the Management Board and as CEO and Supervisory Board member Mr. Marc de Jong for a third term, this time of two years. Ms. Kahle-Galonske's term will expire as per the date of the 2026 AGM. With Mr. De Jong's reappointment and Ms. Kahle-Galonske's term expiring, the Supervisory Board shall once again consist of six members.

#### **Agenda item 7a      Proposal to reappoint Mr. M'Saad as member of the Management Board**

This item will be voted on.

As announced in ASM's press release of December 8, 2025, the Supervisory Board proposes to – in accordance with Article 18.1 of the Articles of Association and following a recommendation by the NSR – reappoint Mr. M'Saad as a member of the Management Board for a period expiring at the close of the Annual General Meeting in 2030. The reappointment of Mr. M'Saad will be effective as per May 11, 2026, the date of the 2026 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. M'Saad as member of the Management Board.

Mr. M'Saad (1965) joined ASM in 2015 as Senior Vice President and General Manager of the Thermal Products business unit and was appointed as a member of the Management Board in 2022 for a four-year term, initially as Chief Technology Officer, and as Chair of the Management Board and CEO in May 2024. Mr. M'Saad has a proven track record of around 30 years in the semiconductor equipment industry. He has been instrumental in developing several of ASM's innovative and successful products, including the Intrepid ES, Synergis, Previu, and A400 DUO. Mr. M'Saad has a bachelor's degree in metallurgical engineering from the Colorado School of Mines, a master's degree in Materials Science and Engineering from Cornell University, and a PhD in Materials Science and Engineering from the Massachusetts Institute of Technology.

The Supervisory Board decided to nominate Mr. M'Saad for reappointment given that he more than adequately fulfilled his duties as member of the Management Board over the past four years (including CEO during the last two years) and, during his tenure, made a crucial contribution to the success of ASM.

The material elements of his management services agreement can be found on ASM's website.

### **Agenda item 7b    Proposal to reappoint Mr. De Jong as member of the Supervisory Board**

This item will be voted on.

Mr. De Jong (1961) was initially appointed as member of ASM's Supervisory Board on May 28, 2018, for a period of four years and reappointed for a four-year term on May 16, 2022, expiring at the close of the 2026 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 and given Mr. De Jong's unique skillset to reappoint Mr. De Jong for a third term (this time for an additional two-year period expiring at the close of the Annual General Meeting in 2028). 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. De Jong as a member of the Supervisory Board.

Mr. De Jong was CEO of LM Wind Power A/S until April 2018. Prior to that, until 2009, he was a member of the Executive Management Team of NXP Semiconductors. After that, until 2013, he was responsible for professional lighting solutions at Philips Lighting. At the same time, he was a member of the Group Management Committee of Philips. He used to be a member of the Supervisory Board of Dutch-listed company, Nissens A/ S, based in Denmark.

Mr. De Jong is currently a member of the Supervisory Boards of Fugro N.V. (where he is also a member of the Audit Committee and Chair of its Remuneration Committee and Technology Committee), and FiberSail Holding B.V. He is also Chair of the Supervisory Board and of the Nomination Committee, as well as member of the People & remuneration committee, of BDR Thermea Group B.V., Chair of the Advisory Board of Sioux Group B.V., venture partner of Forward.One, VC, member of the advisory board of SevenGen Investment Partners and member of the Board of Fiberline Building Profiles A/S.

Mr. De Jong holds a master's degree in physics and mathematics from the VU University of Amsterdam, the Netherlands, and a Master of Business Administration (MBA, executive program) from Erasmus University Rotterdam, the Netherlands, and Rochester, in the United States. Mr. De Jong is a Dutch national. He holds 2550 shares in ASM. He is considered independent within the meaning of the Code.

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

### **Agenda item 8** **Appointment of ASM's auditor**

This consists of two items.

#### **Agenda item 8a    Proposal to reappoint EY Accountants B.V. as auditor to audit the annual accounts for the financial year 2027**

This item will be voted on.

The external auditor is appointed by the General Meeting. ASM's external auditor is EY Accountants B.V., which was appointed by the Annual General Meeting in 2024 for the 2025 financial year and reappointed by the Annual General Meeting in 2025 for the financial year 2026. Based on the Audit Committee's recommendation and on the advice of the Management Board, the Supervisory Board proposes to reappoint EY Accountants B.V., with Mr. Mark-Jan Moolenaar as lead partner, as ASM's independent external auditor for the financial year 2027. A representative of EY Accountants B.V. will be present at the 2026 AGM.

#### **Agenda item 8b    Proposal to reappoint EY Accountants B.V. as assurance provider of sustainability information for the financial year 2027**

This item will be voted on.

Subject to upcoming legislation (the "Upcoming Legislation"), namely the Bill for the Corporate Sustainability Reporting Directive Implementation Act and Draft Implementation

Decree for the Sustainability Reporting Directive in the Netherlands, requiring a separate appointment of the assurance provider of sustainability information by the General Meeting, the assurance provider of sustainability information is appointed by the General Meeting. During the 2025 Annual General Meeting, EY Accountants B.V. was appointed assurance provider of sustainability information for the financial years 2025 and 2026 subject to the Upcoming Legislation coming into force. On the advice of the Management Board and on the advice and recommendation of the Audit Committee, the Supervisory Board proposes to reappoint EY Accountants B.V. with Mr. Mark-Jan Moolenaar as lead partner, as assurance provider of sustainability information for the financial year 2027 subject to the Upcoming Legislation, referred above, coming into force. A representative of EY Accountants B.V. will be present at the 2026 AGM.

### **Agenda item 9**

#### **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 9a 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 2026 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 2026 AGM.

#### **Agenda item 9b 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 9a, it is proposed that the General Meeting appoints the Management Board, for an 18-month period, to be calculated from the date of the 2026 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 10**

#### **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 2026 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 2026 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 11**

#### **Any other business**

#### **Agenda item 12**

#### **Closure**

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