

CONVOCAATION

for ASM International N.V.'s (the "Company") Annual General Meeting of Shareholders, to be held on 28 May 2018, 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 2017
3. Execution of the Remuneration Policy in 2017
4. Compliance Corporate Governance Code
5. Adoption of the Annual Accounts 2017 *
6. Adoption of dividend proposal *
7. Discharge of the members of the Management Board *
8. Discharge of the members of the Supervisory Board *
9. Composition of the Management Board *
10. Composition of the Supervisory Board *
11. Remuneration of the Supervisory Board *
12. Appointment of the Company's auditors for the financial year 2018 *
13. 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 *
14. Authorization of the Management Board to repurchase common shares in the Company *
15. Withdrawal of treasury shares *
16. Amendment of the Articles of Association (I) 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 € 4.00 per common share by way of repayment of capital *
17. Amendment of Articles of Association (II) *
18. Any other business
19. Closure

* = voting item(s)

The agenda plus explanatory notes and annexes, the Annual Report 2017 (which includes the Directors Report 2017 and the Annual Accounts 2017) and the proposals to amend the Articles of Association, as placed on the website of the Company: www.asm.com and available via www.abnamro.com/evoting, constitute an integral part of this convocation and are also 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.

Capital increase and capital decrease

The Company proposes to distribute € 4.00 per common share from the cash proceeds of the placement of the Company's 37,000,000 common shares of ASM Pacific Technology Ltd. in a tax efficient way. To this end, it is proposed that the distribution is effected as a repayment of capital to the shareholders by way of a reduction of the par value of the common shares. For that purpose, 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, after the mandatory procedure has been followed, 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.

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 30 April 2018 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 30 April 2018 and no later than 22 May 2018 (5.00 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 a statement via www.abnamro.com/intermediary to ABN AMRO Bank N.V., 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 23 May 2018. 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 22 May 2018.

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 22 May 2018. 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 22 May 2018, 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, 16 April 2018

ASM International N.V.
The Management Board