

## AGENDA

for ASM International N.V.'s Annual General Meeting of Shareholders, to be held on Thursday 21 May 2015, at 2 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

1. Opening / Announcements
2. Report on the financial year 2014
3. Execution of the Remuneration Policy in 2014
4. Adoption of the Annual Accounts 2014 \*
5. Adoption of dividend proposal \*
6. Discharge of the members of the Management Board \*
7. Discharge of the members of the Supervisory Board \*
8. 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 \*
9. Authorization of the Management Board to repurchase common shares in the Company \*
10. Any other business
11. 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 21 May 2015, at 2:00 p.m. CET at the Hilton Hotel, Apollolaan 138, Amsterdam, the Netherlands.

### **Agenda Item 2 Report on the financial year 2014**

This item will be discussed.

The Management Board will report on the business and results of operations for the financial year 2014.

### **Agenda Item 3 Execution of the Remuneration Policy in 2014**

This item will be discussed.

In accordance with section 2:135(5a) of the Dutch Civil Code, the execution of the remuneration policy during the year 2014 is discussed on the basis of the information provided by the Company on pages 156-158 of the Statutory Annual Report 2014. The Statutory Annual Report 2014, which includes the information required pursuant to section 2:383c up to and including 2:383e of the Dutch Civil Code on pages 156-158 is available at the Company's website ([www.asm.com](http://www.asm.com)).

### **Agenda Item 4 Adoption of the Annual Accounts 2014**

This item will be voted on.

The Statutory Annual Report 2014 (which includes the Annual Report 2014 and the Annual Accounts 2014, 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 9 April 2015 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 2014 is also available at the Company's website ([www.asm.com](http://www.asm.com)).

The Annual Accounts 2014 have been audited by the Company's accountant, Deloitte Accountants B.V. The Statutory Annual Report 2014 is in English.

KPMG Accountants N.V. was appointed at the 2014 General Meeting of Shareholders as the Company's external auditor for the financial year 2015; hence, the appointment of the

external auditor has not been placed on the agenda for the 2015 General Meeting of Shareholders.

**Agenda Item 5**  
**Adoption of dividend proposal**

This item will be voted on.

A dividend in cash of € 0.60 per ordinary share is proposed. Once the dividend has been declared, the dividend will be made available within 14 days after the declaration of the dividend.

**Agenda Item 6**  
**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 2014.

**Agenda Item 7**  
**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 2014.

**Agenda Item 8**  
**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.

- 8 (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 Annual General Meeting of Shareholders, 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.

- 8 (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 Annual General Meeting of Shareholders, 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 9**  
**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 of Shareholders 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 10**  
**Any other business**

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