ASML

Annual General Meeting of Shareholders 2020

Veldhoven, the Netherlands, April 22, 2020



Forward looking statements

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Public

This document contains statements that are forward-looking, including statements with respect to expected trends, bookings, annual revenue opportunity in 2020 and through 2025 and long term growth opportunity, expected trends in end markets, expected technology industry and business environment trends, including the expected impact of the Covid-19 pandemic on ASML and Covid-19-related measures, potential impact of GDP reduction, expected shipments and revenue recognition, demand outlook, expected continuation of shrink roadmap, shrink supporting innovation and industry growth, the expected continuation of Moore's law and the expectation that EUV will enable continuation of Moore's law and drive long term value for ASML well into this decade, and statements with respect to plans and policies regarding dividends and share buybacks, including the dividend proposal in respect of 2019, the 2020-2022 share buyback program, including the plan to not make purchases in Q2 and the intention to continue to return excess cash to shareholders through a combination of share buybacks and growing annualized dividends. You can generally identify these statements by the use of words like "may", "will", "could", "should", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "intend", "continue", "target", and variations of these words or comparable words. These statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our business and our future financial results and readers should not place undue reliance on them. Forward-looking statements do not guarantee future performance and involve risks and uncertainties. These risks and uncertainties include, without limitation, economic conditions; product demand and semiconductor equipment industry capacity; worldwide demand and manufacturing capacity utilization for semiconductors; the impact of general economic conditions on consumer confidence and demand for our customers' products; performance of our systems, risks related to the Covid-19 virus on the global economy and financial markets, as well as on ASML and its customers and suppliers, the impact on ASML's and its customers' and suppliers' operations and other risks relating to the Covid-19 virus and other factors that may impact ASML's sales and gross margin, including customer demand and ASML's ability to supply its products, the success of technology advances and the pace of new product development and customer acceptance of and demand for new products; the number and timing of systems ordered, shipped and recognized in revenue, and the risk of order cancellation or push out, production capacity for our systems including delays in system production; our ability to enforce patents and protect intellectual property rights and the outcome of intellectual property disputes and litigation; availability of raw materials, critical manufacturing equipment and qualified employees; trade environment; changes in exchange and tax rates; available liquidity, our ability to refinance our indebtedness, available cash and distributable reserves for, and other factors impacting, dividend payments and share repurchases, results of the share repurchase programs and other risks indicated in the risk factors included in ASML's Annual Report on Form 20-F and other filings with and submissions to the US Securities and Exchange Commission. These forward-looking statements are made only as of the date of this document. We do not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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van de Jaarlijkse Algemene Vergadering van Aandeelhouders van ASML Holding N.V. (de "Vennootschap"), te houden op woensdag 22 april 2020, om 14.00 uur in de Plaza, ASML Gebouw 7, De Run 6665, Veldhoven

Of the Annual General Meeting of Shareholders of ASML Holding N.V. (the "Company"), held on Wednesday 22 April 2020 at 14.00 in the Plaza, ASML Gebouw 7, De Run 6665, Veldhoven

- 1. Opening
- Overzicht van de activiteiten, de financiële situatie en de activiteiten op het gebied van maatschappelijk verantwoord ondernemen van de Vennootschap (Discussiepunt)

Overview of the Company's business, financial situation and sustainability (Discussion item)



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Financials



2019 - Highlights

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- Despite an overall industry decline, ASML delivered a sales growth of 8%, reflecting our customers' desire to invest in future technology:
 - Net sales grew to a record €11.8 billion at 44.7% gross margin
 - Net income at €2.6 billion resulted in an EPS of €6.16
- EUV lithography:
 - Shipped 26 systems, including 9 NXE:3400C
 - Adoption in Logic is accelerating and starting in Memory
 - High-NA preparation progressing at both ASML and suppliers
- DUV lithography: our DUV business remained solid despite a weak memory market
- Applications: shipped around 50% more YieldStar systems, driven by leading edge Logic
- Capital return: returned more than €1.7 billion through dividends and share buybacks, including €441 million in interim dividend for 2019

Q1 results and business view



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- Net sales of €2,441 million, net systems sales of €1,584 million, Installed Base Management sales of €857 million
- Gross margin of 45.1%
- Net bookings of €3,085 million, including €1,540 million of EUV systems
- To date, the COVID-19 outbreak has had limited impact on ASML's manufacturing capability. We encounter challenges, as with every lockdown our suppliers could be affected, directly or indirectly. Our ecosystem has to adapt and be creative.
- We continue to see strong demand from our customers. Customers are currently not canceling or delaying shipments for 2020.
- If there is a reduction in GDP, this is likely to impact the semiconductor industry.
- There are some positive signs on data center demand as well as notebook and communication infrastructure demand driven by the significant increase in working from home and virtual learning activities.
- Due to the increased uncertainty in the current environment, ASML refrains from providing guidance for Q2 and the full year 2020.

Total net sales million € by End-use



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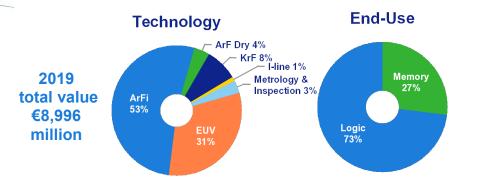


As of January 1, 2018, ASML has adopted the new Revenue Recognition Standard (ASC 606) and Lease Standard (ASC 842). The comparative numbers presented above have not been adjusted to reflect these changes in accounting policy.

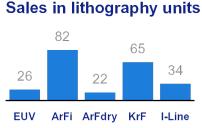
Net system sales breakdown in value (Yearly)

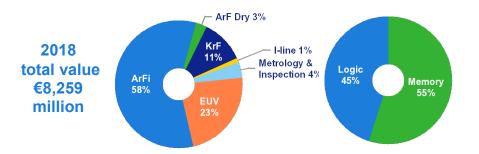


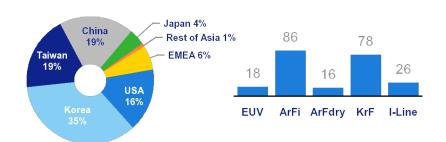












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Consolidated statements of operations € million

Year on Year

April 22, 2020

	2015 ¹	2016	2017	2018	2019
Net sales	6,287	6,875	8,963	10,944	11,820
Gross profit	2,896	3,145	4,020	5,029	5,280
Gross margin %	46.1	45.7	44.9	46.0	44.7
Other income ²	83	94	96	_	_
R&D costs	(1,068)	(1,106)	(1,260)	(1,576)	(1,968)
SG&A costs	(346)	(375)	(417)	(488)	(521)
Income from operations	1,565	1,758	2,440	2,965	2,791
Operating income as a % of net sales	24.9	25.6	27.2	27.1	23.6
Net income	1,387	1,558	2,067	2,592	2,592
Net income as a % of net sales	22.1	22.7	23.1	23.7	21.9
Earnings per share (basic) €	3.22	3.66	4.81	6.10	6.16
Earnings per share (diluted) €	3.21	3.64	4.79	6.08	6.15
Lithography systems sold (units) 3	169	154	197	224	229
Net booking value ⁴	4,639	5,396	9,358	8,181	11,740

As of January 1, 2018, ASML has adopted the new Revenue Recognition Standard (ASC 606) and Lease Standard (ASC 842). The comparative numbers of 2015 have not been adjusted to reflect these changes in accounting policy. The comparative numbers for our systems net booking values have not been adjusted.

² Customer Co-Investment Program (CCIP).

³ Lithography systems do not include metrology and inspection systems.

Our systems net bookings include all system sales orders for which written authorizations have been accepted (for EUV excluding the High-NA systems). Our 2018 systems net bookings include 1 EUV system shipped in Q4 2018 and our 2019 systems net bookings include 1 DUV system shipped in Q3 2019, both shipped to collaborative Research Center (Imec). These systems are not recognized in revenue.

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Consolidated statements of cash flows € million

Year on Year

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	2015 ¹	2016	2017	2018	2019
Cash and cash equivalents, beginning of period	2,420	2,459	2,907	2,259	3,121
Net cash provided by (used in) operating activities	2,026	1,666	1,818	3,073	3,276
Net cash provided by (used in) investing activities	(1,160)	(3,188)	(1,229)	(492)	(1,158)
Net cash provided by (used in) financing activities	(834)	1,964	(1,209)	(1,724)	(1,712)
Effect of changes in exchange rates on cash	7	7	(28)	5	5
Net increase (decrease) in cash and cash equivalents	39	448	(648)	862	411
Cash and cash equivalents, end of period	2,459	2,907	2,259	3,121	3,532
Short-term investments	950	1,150	1,029	913	1,186
Cash and cash equivalents and short-term investments	3,409	4,057	3,288	4,034	4,718
Purchases of property, plant and equipment and intangible assets	(373)	(325)	(358)	(610)	(886)
Free cash flow ²	1,653	1,341	1,460	2,463	2,391

¹ As of January 1, 2018, ASML has adopted the new Revenue Recognition Standard (ASC 606) and Lease Standard (ASC 842). The comparative numbers of 2015 have not been adjusted to reflect these changes in accounting policy.

Free cash flow, which is a non-GAAP measure, is defined as net cash provided by (used in) operating activities minus investments in Capex (Purchase of Property, plant and equipment and intangibles), see US GAAP Consolidated Financial Statements.



Consolidated Balance sheets € million

Year on Year

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real off real					
Assets	2015 ¹	2016	2017	2018	2019
Cash & cash equivalents and short-term investments	3,409	4,057	3,288	4,034	4,718
Net accounts receivable and finance receivables	1,208	1,145	1,958	2,384	2,773
Contract assets		149	270	96	231
Inventories, net	2,574	2,732	2,956	3,440	3,809
Other assets	940	1,141	1,219	1,579	1,673
Tax assets	181	47	94	316	624
Equity method investments			982	916	833
Goodwill	2,624	4,874	4,541	4,541	4,541
Other intangible assets	738	1,323	1,166	1,104	1,105
Property, plant and equipment	1,621	1,687	1,601	1,589	1,999
Right-of-use assets			114	138	324
Total assets	13,295	17,155	18,189	20,137	22,630
Liabilities and shareholders' equity					
Current liabilities	3,107	3,076	3,170	3,792	4,694
Non-current liabilities	1,799	4,107	4,243	4,704	5,344
Shareholders' equity	8,389	9,972	10,776	11,641	12,592
Total liabilities and shareholders' equity	13,295	17,155	18,189	20,137	22,630

As of January 1, 2018, ASML has adopted the new Revenue Recognition Standard (ASC 606) and Lease Standard (ASC 842). The comparative numbers of 2015 have not been adjusted to reflect these changes in accounting policy.

Capital return to shareholders

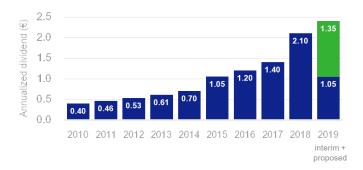


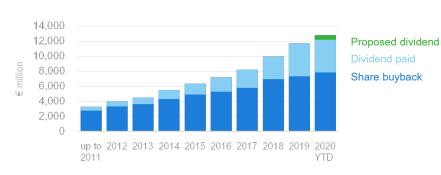
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- Paid total dividends of €1.3 billion, including FY2018 final dividend and FY2019 interim dividend, and purchased €410 million worth of shares in 2019
- Intention to declare a total dividend for 2019 of €2.40 per ordinary share, consisting of:
 - o interim dividend of €1.05 per ordinary share paid in November 2019
 - final dividend payment of €1.35 per ordinary share, as proposed to the 2020 AGM
- Announced 3 year share buyback program for 2020-2022 of up to €6 billion. This program was paused in Q1 after having performed share buybacks for approximately €507 million. ASML decided not to execute any share buybacks in Q2 2020. The three-year program remains in place.
 Dividend history

 Capital return

Dividend proposed Dividend paid





Capital return is cumulative share buyback + dividend



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Our people and the world around us

Growth in numbers of employees worldwide



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2018: 5,155 2019: 5,436 2018: 12,702 2019: 13,732 2018: 5,390 2019: 5,731

Total Worldwide

2018: 23,247

2019: 24,900 FTE

Growth 7%

107 nationalities



COVID-19: What we are dealing with?



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Not a single event

We are experiencing an ongoing series of daily events, with each new wave being a potential crisis on its own



Global reach

COVID-19 has impacted everyone around the world. All ASML entities are affected. As a health crisis, it affects people personally, causing fear and anxiety.



All stakeholders

Internally, many people and country teams are involved in the response.
We are working with all our stakeholders.



Uncertainty

No clear idea
of how and when we
will return to
business as usual or
what the long-term
impact might be

Where are we?

- Belgium

Source: John Hopkins Corona Resource Center

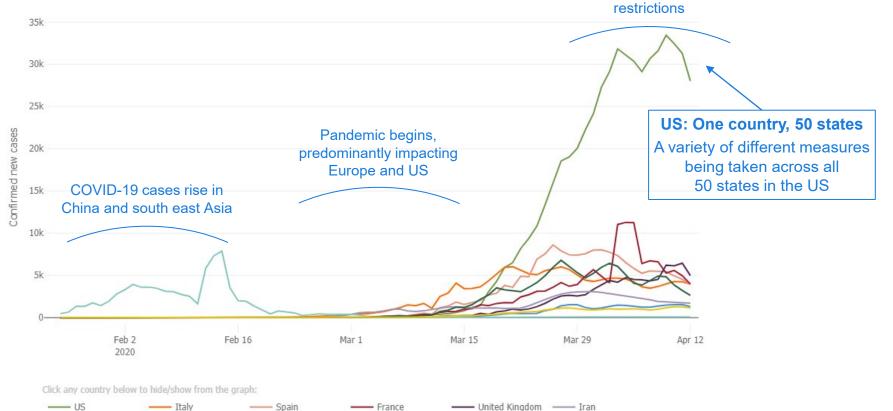
---- China

- Germany



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Asia begins to recover, and demand increases as rest of April 22, 2020 world sees increasing



Netherlands

Our approach in summary

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COVID-19 crisis measures

Ensure the safety of our employees and their families as best as we can

Business-critical projects

Process improvements

Our technology:
Secure the roadmap

Our customers:

Manufacture, ship, service

Our financial position

Cost & cash

Take
advantage
of any
downtime
now to
improve

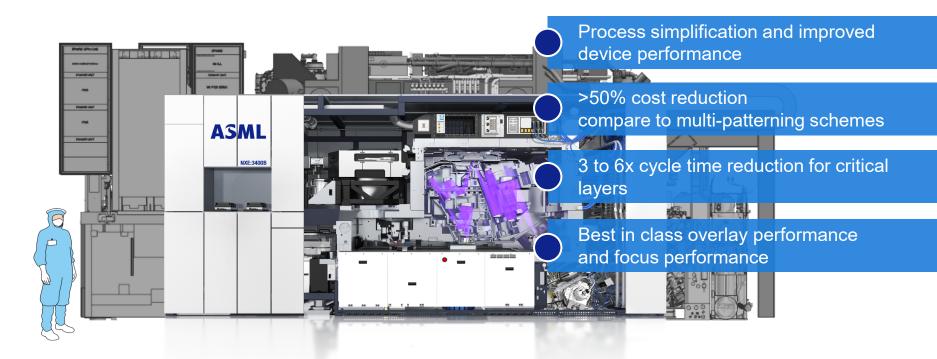
Prepare for a safe return to working on site

High-NA: Continuation of shrink roadmap

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In the same way that 0.33NA enables 7nm and 5nm Logic, 0.55NA EUV will be needed to enable 3nm Logic

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Investing for our long-term growth opportunities

Infrastructure, including High-NA @ Zeiss SMT



Public Slide 19 January 22, 2020



Veldhoven: High-NA manufacturing facilities*



Wilton: Manufacturing facilities*



Veldhoven: Logistic center and offices*



Zeiss SMT: High-NA optics metrology vessels

Supporting our communities...

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130,000 medical-grade cleanroom gloves to the regional Dutch authorities.

400 tablets to elderly and nursing homes for video calling with families.

We also donated 500 laptops to schools.

420,000 face masks
1,000 medical coats
to the regional
authorities
for distribution.

Supporting our communities...

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Our technology promotion team turned one of their guest lessons on making smartphone apps into an online lesson that kids can do from home while schools are closed.



Logistics support to other companies, shipping medical protection equipment, face mask production line and raw materials.

ASML is offering its expertise through KIVI (Royal Netherlands Society of Engineers), supporting organizations to increase manufacturing capabilities of medical equipment that is in short supply.

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3a. Adviserende stem met betrekking tot het Remuneratierapport voor de Directie en de Raad van Commissarissen over het boekjaar 2019 (Stempunt)

Advisory vote on the remuneration report for the Board of Management and the Supervisory Board for the financial year 2019 (Voting Item)

Remuneration Report 2019 (1/2)

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The Remuneration Report 2019 for the BoM and SB is in accordance with the revised EU Shareholder Rights Directive (as implemented into Dutch law per December 1, 2019)

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Pursuant to this new legislation, the General Meeting has an advisory vote on the remuneration report

Changes to the Remuneration Policy for the Board of Management were adopted by the Annual General Meeting of Shareholders of April 24, 2019 and became effective per January 1, 2019

Main elements of the execution of the Remuneration Policy in 2019 are:

1. Base salaries of the BoM have been increased with 2.3% for the Presidents and 2.9% for the other BoM members

Remuneration Report 2019 (2/2)

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- 2. Short-Term Incentive (STI) payout over 2019 has been 89.2% of max (133.8% of target (80%), i.e. 107% of base salary)
 - Non-financial performance criteria (Technology Leadership Index and Market Position): both achieved between target and maximum performance level
 - Financial performance criteria:
 - EBIT margin: 122% payout of target
 - EUV gross margin: 150% payout of target
 - Free Cash Flow: 150% payout of target
- 3. Long-Term Incentive (LTI) payout over performance period 2017-2018-2019 has been 82.7% of max
 - ASML TSR outperformed PHLX Semiconductor Sector Index with 55.4 points (leading to a payout of 100% of max)
 - ROAIC payout was 62.0% of max
 - Qualitative targets (Technology Leadership Index and Sustainability) between target and max



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3b. Voorstel tot vaststelling van de overeenkomstig de Nederlandse wet opgestelde jaarrekening van de Vennootschap over het boekjaar 2019 (Stempunt)

Proposal to adopt the financial statements of the Company for the financial year 2019, as prepared in accordance with Dutch law (Voting item)



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3c. Toelichting op het reserverings- en dividendbeleid van de Vennootschap (**Discussiepunt**)

Clarification of the Company's reserves and dividend policy (Discussion item)



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3d. Voorstel tot vaststelling van een dividend over het boekjaar 2019 (Stempunt)

Proposal to adopt a dividend in respect of the financial year 2019 (Voting item)

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Voorstel tot verlening van decharge aan de leden van de Directie voor de uitoefening van hun functie in het boekjaar 2019 (Stempunt)

Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2019 (Voting item)

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4b. Voorstel tot verlening van decharge aan de leden van de Raad van Commissarissen voor de uitoefening van hun functie in het boekjaar 2019 (Stempunt)

Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2019 (Voting item)

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5. Voorstel tot goedkeuring van het aantal aandelen toe te kennen aan de Directie (**Stempunt**)

Proposal to approve the number of shares for the Board of Management (Voting item)



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6. Voorstel tot vaststelling van een aantal wijzigingen in het Beloningsbeleid van de Directie (**Stempunt**)

Proposal to adopt certain adjustments to the Remuneration Policy for the Board of Management (Voting item)

Adjustments Remuneration Policy BoM (1/2)

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Current Remuneration Policy for the Board of Management was adopted by the Annual General Meeting of Shareholders of April 24, 2019 and became effective per January 1, 2019

Changes effective Jan 1, 2020:

- Mainly textual changes to comply with the requirements as set by the SRD II (e.g. how remuneration contributes to Company's strategy and long-term interests, how support society was taken into account, how ASML identity, mission and values as well as internal alignment re. remuneration have been taken into account)
- Inclusion of description of certain key terms of the agreements with BoM members and
 of the decision-making process for adoption, revision or implementation of the
 Remuneration Policy and of the possibility for deviating from the policy
- Adjustment of wording Share Ownership Guideline (for clarification purposes)

Adjustments Remuneration Policy BoM (2/2)

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Changes effective Jan 1, 2020 (continued):

- Deletion STI modifier BoM connected to the profit sharing program for employees in the Netherlands: since STI performance measures, target setting and payout scheme for BoM are in principle the same as STI for all our employees worldwide (except for certain employees under the NL CLA), alignment between BoM and majority of ASML employees already exists and modifier is no longer necessary
- No substantive changes to remuneration structure and elements

The Works Council has been timely provided with the opportunity to determine its position and provide advice on these adjustments of the Remuneration Policy, and is in favor

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7. Voorstel tot vaststelling van het Beloningsbeleid van de Raad van Commissarissen (Stempunt)

Proposal to adopt the Remuneration Policy for the Supervisory Board (Voting item)

Remuneration Policy SB

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Current SB remuneration was determined at 2019 AGM

There is no official policy in place other than the level of remuneration

The now proposed Remuneration Policy for SB incorporates requirements of SRD II and Dutch law, including an explanation of the objectives of and principles behind the Remuneration Policy, and a description of the decision-making process. Furthermore, it contains a description of the structure of the remuneration of the SB

No changes to the remuneration structure or amounts as determined at 2019 AGM

The Works Council has been timely provided with the opportunity to determine its position and provide advice on the Remuneration Policy for the Supervisory Board, and is in favor thereof

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8. Samenstelling van de Raad van Commissarissen (3 stempunten; 4 discussiepunten)

Composition of the Supervisory Board (3 voting items; 4 discussion items)



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8a. Kennisgeving van de vacatures binnen de Raad van Commissarissen (**Discussiepunt**)

Notification of Supervisory Board vacancies (Discussion item)

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8b. Mogelijkheid tot het doen van aanbevelingen door de Algemene Vergadering (**Discussiepunt**)

Opportunity to make recommendations by the general meeting (Discussion item)

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8c. Kennisgeving van de aanbeveling van de Raad van Commissarissen tot herbenoeming van mevrouw A.P. Aris, en benoeming van de heer D.W.A. East en de heer D.M. Durcan als lid van de Raad van Commissarissen (Discussiepunt)

Announcement of the Supervisory Board's recommendation to reappoint Ms. A.P. Aris and appoint Mr. D.W.A. East and D.M. Durcan as members of the Supervisory Board (Discussion item)

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- Voorstel tot herbenoeming van mevrouw A.P. Aris als lid van de Raad van Commissarissen (Stempunt)

 Proposal to reappoint Ms. A.P. Aris as member of the Supervisory Board (Voting item)
- 8e. Voorstel tot benoeming van de heer D.M. Durcan als lid van de Raad van Commissarissen (Stempunt)

 Proposal to appoint Mr. D.M. Durcan as member of the Supervisory Board (Voting Item)
- 8f. Voorstel tot benoeming van de heer D.W.A. East als lid van de Raad van Commissarissen (Stempunt)

 Proposal to appoint Mr. D.W.A. East as member of the Supervisory Board (Voting item)

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8g. Samenstelling van de Raad van Commissarissen in 2021 (Discussiepunt)

Composition of the Supervisory Board in 2021 (Discussion item)

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9. Voorstel tot benoeming van KPMG Accountants N.V. als externe accountant voor het rapportagejaar 2021 (Stempunt)

Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2021 (Voting item)

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10. Voorstellen om de Directie aan te wijzen als het orgaan dat bevoegd is tot uitgifte van gewone aandelen of tot toekenning van rechten tot het verwerven van gewone aandelen, alsmede tot het beperken of uitsluiten van het aan de aandeelhouders toekomende voorkeursrecht (4 Stempunten)

Proposals to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares, as well as to restrict or exclude the pre-emption rights accruing to shareholders (4 voting items)

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10a. Aanwijzing tot uitgifte van gewone aandelen of tot toekenning van rechten tot het verwerven van gewone aandelen tot 5% voor algemene doeleinden (**Stempunt**)

Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes (Voting item)

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10b. Aanwijzing tot het beperken of uitsluiten van voorkeursrechten met betrekking tot agendapunt 10a) (Stempunt)

Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10 a) (Voting item)

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10c. Aanwijzing tot uitgifte van aandelen of tot toekenning van rechten tot het verwerven van gewone aandelen tot 5% in verband met of ter gelegenheid van fusies, acquisities en/of (strategische) allianties (Stempunt)

Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances (Voting item)

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10d. Aanwijzing tot het beperken of uitsluiten van voorkeursrechten met betrekking tot agendapunt 10c) (**Stempunt**)

Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10 c) (Voting item)

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11. Voorstellen om de Directie te machtigen om gewone aandelen te verwerven tot 20% van het geplaatst aandelenkapitaal (2 Stempunten)

Proposals to authorize the Board of Management to repurchase ordinary shares up to 20% of the issued share capital (2 voting items)



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- 11a. Machtiging om gewone aandelen in te kopen tot een maximum van 10% van het geplaatste kapitaal **(Stempunt)**
 - Authorization to repurchase ordinary shares up to 10% of the issued share capital (Voting item)



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- 11b. Machtiging om additioneel gewone aandelen in te kopen tot een maximum van 10% van het geplaatste kapitaal **(Stempunt)**
 - Authorization to repurchase additional ordinary shares up to 10% of the issued share capital (**Voting item**)

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12. Voorstel tot intrekking van gewone aandelen (Stempunt)

Proposal to cancel ordinary shares (Voting item)

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13. Rondvraag

Any other Business

14. Sluiting

Closing

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