

Agenda for the Annual General Meeting of Shareholders of ASML Holding N.V. (“ASML” or the “Company”) to be held on Thursday, 29 April 2021, starting at 14:00 hrs. CET

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| 1. | Opening | Non-Voting |
| 2. | Overview of the Company's business, financial situation and sustainability | Non-Voting |
| 3. | Financial statements, results and dividend | |
| | a) Advisory vote on the remuneration report for the Board of Management and the Supervisory Board for the financial year 2020 | Voting item |
| | b) Proposal to adopt the financial statements of the Company for the financial year 2020, as prepared in accordance with Dutch law | Voting item |
| | c) Clarification of the Company's reserves and dividend policy | Non-Voting |
| | d) Proposal to adopt a dividend in respect of the financial year 2020 | Voting item |
| 4. | Discharge | Voting items |
| | a) Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2020 | |
| | b) Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2020 | |
| 5. | Proposal to approve the number of shares for the Board of Management | Voting item |
| 6. | Proposal to adopt certain adjustments to the Remuneration Policy for the Board of Management | Voting item |
| 7. | Proposal to adopt certain adjustments to the Remuneration Policy for the Supervisory Board | Voting item |
| 8. | Composition of the Board of Management | Non-Voting |
| 9. | Composition of the Supervisory Board | |
| | a) Proposal to appoint Ms. B. Conix as a member of the Supervisory Board | Voting item |
| | b) Composition of the Supervisory Board in 2022 | Non-Voting |
| 10. | Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2022 | Voting item |
| 11. | 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 | Voting items |
| | a) Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes | |
| | b) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11 a) | |
| | c) 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 | |
| | d) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11 c) | |

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| 12. | Proposals to authorize the Board of Management to repurchase ordinary shares up to 20% of the issued share capital | Voting items |
| | a) Authorization to repurchase ordinary shares up to 10% of the issued share capital | |
| | b) Authorization to repurchase additional ordinary shares up to 10% of the issued share capital | |
| 13. | Proposal to cancel ordinary shares | Voting item |
| 14. | Any other business | Non-Voting |
| 15. | Closing | Non-Voting |

Explanatory Notes to the Agenda

2. Overview of the Company's business, financial situation and sustainability [Non-Voting item]

This agenda item includes an account of the Company's business, financial situation and sustainability during the financial year 2020.

3. Financial statements, results and dividend

This agenda item consists of three voting items and one non-voting item

a. Advisory vote on the remuneration report for the Board of Management and the Supervisory Board for the financial year 2020 [Voting item]

The Company has prepared the remuneration report for the Board of Management and the Supervisory Board for the financial year 2020 in accordance with the statutory requirements. Pursuant to Dutch law, the 2020 remuneration report will be submitted to the General Meeting for an advisory vote. The 2020 remuneration report has been published as part of the 2020 Annual Report and is also published separately on the Company's website (www.asml.com/agm2021).

b. Proposal to adopt the financial statements of the Company for the financial year 2020, as prepared in accordance with Dutch law [Voting Item]

The Company has prepared two sets of financial statements, one based on accounting principles generally accepted in the United States of America ("US GAAP"), and one based on International Financial Reporting Standards ("IFRS") and Dutch law.

For internal and external reporting purposes, the Company follows US GAAP. US GAAP is ASML's primary accounting standard. However, the Company's financial statements based on IFRS and Dutch law are the annual accounts that are required for Dutch statutory purposes and are being submitted to the General Meeting for adoption.

The Company has published two Annual Reports regarding the financial year 2020: the 2020 Annual Report including financial statements based on US GAAP on Form 20-F and the 2020 Annual Report including the financial statements based on IFRS and Dutch law. Both 2020 Annual Reports include a chapter on the Company's corporate governance structure, including an account of the Company's compliance with the Dutch Corporate Governance Code.

The 2020 Annual Report, including the financial statements based on IFRS and Dutch law, has been published on the Company's website (www.asml.com/agm2021) and is also available via the Company.

c. Clarification of the Company's reserves and dividend policy [Non-Voting item]

The Board of Management will explain the Company's reserves and dividend policy as outlined in the Company's 2020 Annual Report.

As part of ASML's financial policy to return excess cash to shareholders through dividends and regularly timed share buybacks, the Company aims to distribute a dividend that will be growing over time, paid semi-annually.

d. Proposal to adopt a dividend in respect of the financial year 2020 [Voting item]

ASML intends to declare a total dividend for 2020 of €2.75 per ordinary share. Recognizing the interim dividend of €1.20 per ordinary share paid on November 13, 2020, this leads to a final dividend proposal to the General Meeting of €1.55 per ordinary share (for a total amount of approximately € 0.6 billion). This is a 15% increase compared to the 2019 total dividend of €2.40 per ordinary share. The proposed total dividend represents 32% of earnings per share in 2020.

The ex-dividend date as well as the fixing date for the EUR / USD conversion is set at 3 May 2021. The record date is set at 4 May 2021. The dividend will be made payable on 12 May 2021.

4. Discharge

This agenda item consists of two voting items

a. Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2020 [Voting item]

It is proposed to discharge the members of the Board of Management in office in 2020 from all liability in relation to the exercise of their duties in the financial year 2020.

b. Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2020 [Voting item]

It is proposed to discharge the members of the Supervisory Board in office in 2020 from all liability in relation to the exercise of their duties in the financial year 2020.

5. Proposal to approve the number of shares for the Board of Management [Voting item]

This agenda item concerns the proposal to approve the number of ordinary shares available for the Board of Management. Furthermore, the Company proposes to the General Meeting to designate the Board of Management as the body authorized to issue the ordinary shares as mentioned below, subject to the approval of the Supervisory Board. This authorization is a separate authorization from the authorization as referred to in agenda item 11, and will be requested for the period starting from the AGM held on 29 April 2021 up to the AGM to be held in 2022.

The maximum available number of ordinary shares for the Board of Management members that the Company hereby submits for approval to the General Meeting amounts to 200,000 (two hundred thousand) ordinary shares for the abovementioned period.

The actual number of ordinary shares that will be granted to the Board of Management members will be determined in accordance with the performance share arrangement as incorporated in the Remuneration Policy for the Board of Management. The maximum available number of ordinary shares referred to in this agenda item should be considered as the maximum reservation that could be needed to execute the Remuneration Policy for the Board of Management in the abovementioned period.

For further information on the performance share arrangement for the Board of Management reference is made to the applicable Remuneration Policy.

6. Proposal to adopt certain adjustments to the Remuneration Policy for the Board of Management [Voting item]

The current Remuneration Policy for the Board of Management was adopted by the General Meeting at the 2020 AGM.

During 2020 the Remuneration Committee performed the recurring bi-annual review of the labor market reference group and the remuneration benchmark. Based on the result of the review and

benchmark, the Supervisory Board, upon recommendation of the Remuneration Committee, proposes to make certain adjustments to the current Remuneration Policy. If adopted, these adjustments will be effective as per 1 January 2021.

The reasons for the proposed adjustments are further explained in the Rationale for the Remuneration Policy for the Board of Management.

The Works Council of ASML Netherlands B.V. (the “**Works Council**”) has been timely provided with the opportunity to determine its position and provide advice on these adjustments of the Remuneration Policy. The Works Council follows the Supervisory Board with regard to the rationale for the proposed adjustments. In addition to the advice regarding the proposed adjustments to the Remuneration Policy, the Works Council provided a number of general considerations regarding the topics ASML as a role model, leadership succession, executive remuneration and employee engagement during and after the COVID-19 pandemic.

For the full text of the Remuneration Policy for the Board of Management, showing the proposed adjustments and including the Rationale, reference is made to the Remuneration Policy for the Board of Management (version 2021) as published on ASML’s website (www.asml.com/agm2021).

7. Proposal to adopt certain adjustments to the Remuneration Policy for the Supervisory Board [Voting item]

The current Remuneration Policy for the Supervisory Board was adopted by the General Meeting at the 2020 AGM. In 2020 a benchmark was performed. Based on the outcome of the benchmark, the Supervisory Board, upon recommendation of the Remuneration Committee, proposes to make certain adjustments to the current Remuneration Policy. If adopted, these adjustments will be effective as per 1 April 2021.

The reasons for the proposed adjustments are further explained in the Rationale for the Remuneration Policy for the Supervisory Board.

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. The Works Council concluded that it follows the Supervisory Board with regard to the rationale.

For the full text of the Remuneration Policy for the Supervisory Board, showing the proposed adjustments and including the Rationale, reference is made to the Remuneration Policy for the Supervisory Board (version 2021) as published on ASML’s website (www.asml.com/agm2021).

8. Composition of the Board of Management [Non-Voting item]

As announced in the press release of January 20, 2021, Mr. F.J. (Frits) van Hout will retire as member of ASML’s Board of Management per the 2021 AGM, upon expiry of his term appointment. ASML will not appoint a successor to Mr. Van Hout. As a result, the Board of Management will consist of five members effective per the AGM 2021.

9. Composition of the Supervisory Board

This agenda item consists of one voting item and one non-voting item

As announced at the AGM held on 22 April 2020, the Supervisory Board gives notice of the fact that Ms. C.M.S. (Carla) Smits-Nusteling and Mr. D.A. (Douglas) Grose will retire by rotation per the date of the 2021 AGM. Ms. Smits-Nusteling and Mr. Grose have indicated that they will not be available for reappointment after the completion of their current terms.

a. Proposal to appoint Ms. B. Conix as a member of the Supervisory Board [Voting item]

The Supervisory Board announces that it intends to nominate Ms. B. Conix for appointment as a member of the Supervisory Board per the date of the 2021 AGM. Ms. Conix was born in 1965 and has the Belgian nationality. From 2018 until January 1, 2021, Ms. Conix was a member of the Executive Board and Chief Financial Officer of TUI AG. Prior to that, she was the CFO of the Belgian media, cable and telecommunications group Telenet Group NV. In this role, she was voted CFO of the year in Belgium. Prior to that, she held various management positions in finance at Johnson & Johnson, Heineken, Tenneco and Reed Elsevier. Ms. Conix will be the Chief Financial Officer and a member of the Management Board of Sonova Holding AG effective June 2021.

Ms. Conix holds a Master of Science in Business Economics from Tilburg University (Netherlands) and an MBA from The University of Chicago - Booth School of Business (USA).

Ms. Conix does not hold any shares in the capital of the Company.

The Supervisory Board nominates Ms. Conix for appointment as member of the Supervisory Board, given her extensive management level and finance experience. The Supervisory Board is of the opinion that Ms. Conix fits very well in the Supervisory Board profile for this position. The Supervisory Board is convinced that it will benefit from Ms. Conix' knowledge, experience and leadership capabilities, especially given her experience in finance across different industries in various countries.

The appointment of Ms. Conix will be for a term of four years.

The General Meeting has not made any recommendations for the filling of this vacancy and the Works Council has not recommended any candidate to fill this position either. The Works Council has been timely provided with the opportunity to determine its position on the nomination of Ms. Conix for appointment as a member of the Supervisory Board and has notified the Supervisory Board that it is in favor thereof.

If the General Meeting resolves to appoint Ms. Conix, the appointment will be effective per the AGM on 29 April 2021.

With the aforementioned retirement of Ms. Smits-Nusteling and Mr. Grose, and provided that the General Meeting resolves to appoint Ms. Conix, ASML's Supervisory Board will consist of eight members effective from the AGM 2021. This is in line with the explanation provided to the General Meeting in 2020, when the number of Supervisory Board members increased to nine, and it was clarified that this increase would be of a temporary nature.

b. Composition of the Supervisory Board in 2022 [Non-Voting item]

The Supervisory Board gives notice that the following persons will be retiring by rotation per the AGM to be held in 2022:

- Ms. T.L. (Terri) Kelly
- Mr. J.M.C. (Hans) Stork

10. Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2022 [Voting Item]

In 2020, the Audit Committee conducted an independent assessment of the performance of the Company's external auditor, KPMG Accountants N.V., over the past year. The assessment was conducted by means of a survey, which was completed by the various corporate functions within the Company who work with the external auditor during the audit, and by the Audit Committee. The

survey addressed among others the quality, scope and planning of the audit and the independence and reporting of the external auditor. The outcome of the survey was positive. As a result, the Audit Committee recommended to the Supervisory Board to again appoint KPMG Accountants N.V. as external auditor.

The Supervisory Board decided to follow the recommendation of its Audit Committee, and proposes to appoint KPMG Accountants N.V. as the Company's external auditor for the reporting year 2022. The General Meeting is informed that, after completion of the 2020 audit, Mrs. P. Groenland has taken over from Mr. J. van Delden as lead auditor responsible for the external audit in connection with audit partner rotation requirements.

11. 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

This agenda item consists of four voting items:

a. *Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes* **[Voting item]**

It is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 29 April 2021 up to and including 29 October 2022) and subject to the approval of the Supervisory Board, to issue ordinary shares in the capital of the Company or to grant rights to subscribe for ordinary shares in the capital of the Company. The authorization is limited to a maximum of 5% of ASML's issued share capital as per 29 April 2021. If this authorization is approved by the General Meeting, the existing authorization as granted per 22 April 2020 will cease to apply.

b. *Authorization to restrict or exclude pre-emption rights in connection with agenda item 11 a)* **[Voting item]**

It is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 29 April 2021 up to and including 29 October 2022) and subject to the approval of the Supervisory Board, to restrict or exclude pre-emption rights in relation to the issue of ordinary shares or the granting of rights to subscribe for ordinary shares as described under a. Pursuant to the Company's articles of association, if less than 50% of the issued capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt this proposal. If this authorization is approved by the General Meeting, the existing authorization as granted per 22 April 2020 will cease to apply.

c. *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]**

In addition to the authorization referred to under a., it is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 29 April 2021 up to and including 29 October 2022) and subject to the approval of the Supervisory Board to issue ordinary shares in the capital of the Company or to grant rights to subscribe for ordinary shares in the capital of the Company. The authorization is limited to a maximum of 5% of ASML's issued share capital as per 29 April 2021 and such 5% may only be used in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances. If this authorization is approved by the General Meeting, the existing authorization as granted per 22 April 2020 will cease to apply.

d. *Authorization to restrict or exclude pre-emption rights in connection with agenda item 11 c)*
[Voting item]

It is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 29 April 2021 up to and including 29 October 2022) and subject to the approval of the Supervisory Board to restrict or exclude pre-emption rights in relation to the issue of ordinary shares or the granting of rights to subscribe for ordinary shares as described under c. Pursuant to the Company's articles of association, if less than 50% of the issued capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt this proposal. If this authorization is approved by the General Meeting, the existing authorization as granted per 22 April 2020 will cease to apply.

This is an annually recurring agenda item because the Board of Management considers it in the interest of the Company and its shareholders to be able to react in a timely manner when certain opportunities arise that require the issue of shares. Therefore, the Board of Management would like to have the authority to issue shares when such occasions occur, and to exclude the pre-emption rights in situations where it is imperative to be able to act quickly, without having to request the prior approval of the Company's shareholders, for which an extraordinary shareholders' meeting would have to be convened which would take valuable time or create disruptive market speculations.

In the past, this agenda item was for example used in relation to acquisitions. The opportunity to enter into this type of transaction may be limited if ASML needs to request prior approval to issue shares and/or exclude shareholders' pre-emption rights.

Introduction to agenda items 12 and 13:

ASML aims to have flexibility in the execution of a return of capital to its shareholders. To enable such flexibility, ASML requests the General Meeting to mandate further share repurchases as well as to further authorize cancellation of ordinary shares to be able to execute share buyback programs, if the Company decides to do so.

As part of ASML's financial policy to return excess cash to shareholders through dividends and regularly timed share buybacks, the Company announced on 22 January 2020 a share buyback program to be executed within the 2020 - 2022 time frame. As part of this program, ASML intends to repurchase shares up to € 6 billion. ASML intends to cancel these shares after repurchase, with the exception of up to 0.4 million shares which will be used to cover employee equity plans. This buyback program started on 23 January 2020. The program was temporarily paused in the first quarter of 2020 in order to address the uncertainty related to COVID-19, and subsequently resumed in the fourth quarter of 2020, as part of our unchanged capital return policy. The share buyback program will be executed within the limitations of the authority granted by the General Meeting from time to time.

12. Proposals to authorize the Board of Management to repurchase ordinary shares up to 20% of the issued share capital

It is proposed to renew the authorization of the Board of Management to repurchase ordinary shares for a period of 18 months effective per 29 April 2021 up to and including 29 October 2022. Provided that the General Meeting grants this new authorization, the existing authorization to repurchase ordinary shares will cease to apply.

This agenda item consists of the following two voting items:

a. Authorization to repurchase ordinary shares up to 10% of the issued share capital **[Voting item]**

In order to realize share buybacks, it is proposed to authorize the Board of Management for a period of 18 months from 29 April 2021, to acquire - subject to the approval of the Supervisory Board - ordinary shares in the Company's share capital up to 10% of the issued share capital at the date of authorization (29 April 2021), for valuable consideration, on Euronext Amsterdam ("**Euronext Amsterdam**") or the NASDAQ Stock Market LLC ("**NASDAQ**"), or otherwise, at a price between an amount equal to the nominal value of the ordinary shares and an amount equal to 110% of the market price of these ordinary shares on Euronext Amsterdam or NASDAQ; the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam or as reported on NASDAQ.

If this authorization is approved by the General Meeting, the existing authorization will cease to apply.

b. Authorization to repurchase additional ordinary shares up to 10% of the issued share capital **[Voting item]**

In order to have further flexibility in the execution of a return of capital to the shareholders, it is proposed to authorize the Board of Management for a period of 18 months from 29 April 2021, to acquire - subject to the approval of the Supervisory Board - additional ordinary shares in the Company's share capital up to 10% of the issued share capital at the date of authorization (29 April 2021), for valuable consideration, on Euronext Amsterdam or NASDAQ, or otherwise, on the same conditions as set out under a. and subject to the following additional conditions, that:

- (i) all ordinary shares acquired by the Company following the authorization under a. and not being held as treasury shares for the purpose of covering outstanding employee share and stock option plans, have been cancelled or will be cancelled, pursuant to agenda item 13; and
- (ii) the number of ordinary shares which the Company may at any time hold in its own capital will not exceed 10% of the issued share capital at the date of authorization (29 April 2021).

If this authorization is approved by the General Meeting, the existing authorization will cease to apply.

These two authorizations allow ASML, in combination with the proposal under agenda item 13, to (i) acquire a maximum 10% of the issued share capital; (ii) cancel these shares; subsequently (iii) acquire once again a maximum of 10% of the issued share capital; and subsequently (iv) cancel these shares.

Provided that the General Meeting grants these authorizations, the Company may repurchase its issued ordinary shares at any time during this 18-month period. Repurchased ordinary shares will be cancelled on a regular basis, provided that the General Meeting resolves to cancel these ordinary shares (agenda item 13).

Any repurchase of shares is subject to the approval of the Supervisory Board.

13. Proposal to cancel ordinary shares [Voting item]

As outlined above, the number of ordinary shares ASML may at any time hold in its own capital may not exceed 10% of the issued share capital at the date of the authorization (29 April 2021). To enable ASML to repurchase more ordinary shares, the ordinary shares already acquired under the authorization of agenda item 12a will need to be cancelled first.

It is proposed to the General Meeting to cancel any or all ordinary shares in the share capital of the Company held or repurchased by the Company under the authorization referred to under agenda item 12, to the extent that such ordinary shares are not used to cover obligations under employee equity option plans. This cancellation may be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) will be determined by the Board of Management, but may not exceed 20% of the issued share capital at 29 April 2021. Pursuant to the relevant statutory provisions, cancellation may not be effected until two months after the resolution to cancel has been adopted and publicly announced (this will apply to each tranche).