

Notice Annual General Meeting of Shareholders 2021 of ASML Holding N.V.

Notice to attend the Annual General Meeting of Shareholders of ASML Holding N.V. ("ASML") to be held on Thursday, 29 April 2021, starting at 2.00 pm CET (the "AGM").

In accordance with the Temporary Act COVID-19 Justice and Safety, ASML intends to hold its AGM virtually. ASML believes that a virtual meeting is the most prudent way to proceed at this time given the current guidelines from the Dutch government regarding the COVID-19 pandemic. Shareholders are therefore offered the possibility to follow the meeting virtually, to vote virtually and to ask questions during the meeting as well as before the meeting. Further information regarding virtual attendance and virtual voting, can be found below under '*Registration, (virtual) attendance and voting*'.

Given that the date of the AGM is after the current expiration date of the Dutch legislation allowing for virtual meetings, the AGM will only take place virtually if the expiration date of the relevant legislation will be timely and sufficiently extended. Should the expiration date not be extended, then the AGM will be held at our offices (De Run 6501, 5504 DR Veldhoven, the Netherlands), subject to applicable restrictions on in-person visits and in which case we will in any event ensure virtual access to the AGM in a manner consistent with the arrangements for the virtual meeting.

Agenda

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

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| <p>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</p> <p>a) Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes</p> <p>b) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11 a)</p> <p>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</p> <p>d) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11 c)</p> | <p>Voting items</p> |
| <p>12. Proposals to authorize the Board of Management to repurchase ordinary shares up to 20% of the issued share capital</p> <p>a) Authorization to repurchase ordinary shares up to 10% of the issued share capital</p> <p>b) Authorization to repurchase additional ordinary shares up to 10% of the issued share capital</p> | <p>Voting items</p> |
| <p>13. Proposal to cancel ordinary shares</p> | <p>Voting item</p> |
| <p>14. Any other business</p> | <p>Non-Voting</p> |
| <p>15. Closing</p> | <p>Non-Voting</p> |

Meeting documents

The agenda including explanatory notes, the annual report 2020 including the annual accounts 2020 in accordance with statutory law (including explanation), the remuneration report 2020, the proposed remuneration policies for the Board of Management and the Supervisory Board including explanatory notes as well as the other meeting documents are available upon request and free of charge at the office of ASML (ASML Holding N.V., Corporate Legal Department, De Run 6501, 5504 DR Veldhoven, telephone (+31)(0)40-2682801, email: legal@asml.com) or via www.asml.com/agm2021. These documents can also be digitally provided via ABN AMRO Bank, email: AVA@nl.abnamro.com or www.abnamro.com/evoting.

Record date

In accordance with the statutory provisions, eligible meeting participants and persons entitled to vote at the AGM are those persons who on **Thursday 1 April 2021** (the “**Record Date**”), after processing of all entries and deletions as of that date are recorded in a (sub-)register designated by the Board of Management, and were registered in the manner outlined under ‘Registration, virtual attendance and voting’.

Changes in shareholdings after the Registration Date have no further influence as far as entitlement to vote is concerned: only shares owned and settled on the Registration Date are entitled to be voted on at the AGM. Pursuant to the provisions of Dutch law, all ASML shares are also freely tradable after the Registration Date, and there is no share blocking associated with the AGM.

Webcast

There will be a live video broadcast of the integral AGM via the ASML Annual General Meeting website. The website link for the webcast will be published on 29 April 2021 on the AGM website of ASML (www.asml.com/agm2021).

Questions

a. Written questions ahead of the AGM

Shareholders may submit written questions about the items on the agenda. These questions (possibly combined) will be dealt with and discussed during the AGM. Shareholders can submit their written questions preferably before Thursday April 22, 2021, but in any case no later than Monday April 26, 2021 2.00 pm CET. For these questions and for general information please refer to ASML's Deputy Company Secretary, Angela van de Kerkhof, via email: legal@asml.com.

b. Written questions during the AGM

Furthermore, shareholders that have registered for attending the virtual AGM have the opportunity to ask questions in writing during the AGM. In order to ask questions in writing, the shareholder must be logged-in on the online platform for the virtual AGM.

c. Live (verbal) questions during the AGM

ASML will also facilitate shareholders who wish to ask live (verbal) questions during the AGM by making available a separate video connection. Shareholders that have registered for attending the virtual AGM and who wish to raise questions via the video connection will need to notify ASML's Deputy Company Secretary of their intention before Monday April 26, 2021 2.00 pm CET via email at: legal@asml.com. They will receive a link to the video connection as well as information regarding the procedure of asking live questions. It is noted that live voting at the AGM can only take place via the online platform. We advise shareholders who wish to vote during the meeting via the online platform and also wish to ask live questions via the video link, to check in advance their ability to combine the two.

Registration, (virtual) attendance and voting

Holders of shares traded on Euronext in Amsterdam (“Euronext Amsterdam”)

For holders of shares traded on Euronext Amsterdam the Board of Management has designated as register or sub-registers the records of the intermediaries of Euroclear Nederland.

Holders of shares traded on Euronext Amsterdam who wish to attend the AGM virtually and/or vote virtually during the AGM, must notify ABN AMRO Bank N.V. (“**ABN AMRO**”), through their bank or broker, that they wish to attend the AGM. Shareholders may also register for the AGM via www.abnamro.com/evoting. Registration requests may be submitted in the period starting Friday, 2 April 2021 until and including Thursday, 22 April 2021, 5.30 pm CET.

During the registration procedure, shareholders will be requested to make a choice between (i) the virtual attendance and/or virtual voting during the AGM, or (ii) voting by proxy by means of a voting instruction.

No later than Friday, 23 April 2021, 1.00 pm CET the intermediaries must provide ABN AMRO via www.abnamro.com/intermediary with an electronic statement containing the number of shares held by the respective shareholders on Thursday, 1 April 2021 (the “**Registration Date**”) and for which number of shares registration for the AGM is requested. In addition, the intermediaries are requested to include the full address details of the relevant shareholder, as well as their valid email address, securities account and mobile phone number which are required for authentication purposes in order to provide virtual access.

Virtual attendance and virtual voting

Shareholders will be able to follow the proceedings at the AGM and vote electronically using their smartphone, tablet, laptop or PC during the AGM on the online platform at www.abnamro.com/evoting. This only applies in so far as the intermediary of the Shareholder makes online voting possible.

Shareholders who wish to attend the AGM as virtual attendees through the online platform can log in at www.abnamro.com/evoting using their user account and password. If a shareholder is a new user and does not yet have a user account and password, he/she can create a user account and password at www.abnamro.com/evoting. Further instructions for logging in and creating a new user account and password can be found at www.abnamro.com/evoting.

Shareholders who have registered for virtual attendance of the AGM will receive a confirmation of registration by email which will contain an unique link. Via this link the respective shareholder can log in to the online platform of the AGM by means of a two-factor verification process (with SMS verification).

Shareholders may log into the online platform of the AGM on Thursday 29 April 2021 from 1.00 pm CET until the start of the AGM at 2.00 pm CET. Shareholders who have not logged on before the start of the AGM via the online platform cannot vote and can only see, hear or otherwise follow the proceedings. The time when voting will start on the voting items of the AGM will be determined in accordance with the provisions of ASML's Terms and Conditions for Virtual General Meetings.

ASML's Terms and Conditions for Virtual General Meetings apply to shareholders who wish to take part in the AGM through the online platform. More information about virtual participation in the AGM can be found in ASML's Terms and Conditions for Virtual General Meetings. These conditions are available at www.asml.com/agm2021. To be certain that your device is compatible, we recommend that you verify this before deciding whether to attend the AGM in a virtual capacity. We also recommend that shareholders who choose to take part in the virtual part of the AGM through the online platform log into the online platform at least 15 minutes before the starting time of the AGM.

Shareholders who wish to attend the Meeting in a virtual capacity face certain risks (as described in more detail in ASML's terms and conditions for virtual general meetings). If a shareholder wishes to avoid such risks, he or she should appoint a voting proxy.

The intermediaries are requested to provide the valid email address, securities account and mobile phone number for shareholders who wish to attend the AGM in a virtual capacity through the online platform for authentication purposes in order for these shareholders to gain admission to the AGM.

Voting by proxy

Shareholders who do not wish to attend the AGM (virtually) and/or do not wish to vote (virtually) during the AGM, may grant a proxy to civil-law notary Ms. C. Hagendijk (or her substitute), and instruct her to vote at the AGM on their behalf. In order to vote by proxy, shareholders must have registered their shares as described above.

Shareholders can submit their voting instructions online via www.abnamro.com/evoting until and including Thursday, 22 April 2021, 5.30 pm CET.

Shareholders who are unable to submit voting instructions through the internet may grant a written proxy to civil-law notary Ms. C. Hagendijk (or her substitute) by using a voting instruction form which is available at www.asml.com/agm2021 or which can be digitally obtained upon request at ABN AMRO via email: AVA@nl.abnamro.com. In order to vote by proxy shareholders must have registered their shares as described above. After completion and signing the voting instruction form should be sent by email to AVA@nl.abnamro.com or by regular mail to ABN AMRO Bank N.V., Corporate Broking, HQ 7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, where it should be received no later than Thursday, 22 April 2021, 5.30 pm CET.

Holders of shares traded on Nasdaq Stock Market LLC (“Nasdaq”)

For holders of shares traded on Nasdaq (“NY Shareholders”), the Board of Management has designated as register the Shareholders’ Register kept at New York by JPMorgan Chase Bank, N.A. (“JPMorgan”).

NY Shareholders who are registered on Thursday 1 April 2021 at 5.00 pm EST, after processing of all settlements and wish to vote must notify JPMorgan, P.O. Box 64506, St. Paul, MN 55164-0506, U.S.A or through their bank or broker - no later than Wednesday, 21 April 2021, 12.00 pm EST.

NY Shareholders may vote by means of a proxy card. The proxy card should be received by JPMorgan at the address mentioned above no later than Wednesday, 21 April 2021, 12.00 pm EST. JPMorgan will forward the proxy cards to the Company on the NY Shareholders’ behalf; in case the name of the proxy is left blank, the Company shall designate the Deputy Company Secretary or another employee of ASML’s Corporate Legal Department designated by ASML to act as proxy for such shareholders at the AGM and to vote on their behalf.

Holders of shares registered in the Shareholders’ Register kept at Veldhoven

Shareholders who are registered in the Shareholders’ Register kept at Veldhoven who wish to vote may grant a proxy to civil-law notary Ms. C. Hagendijk (or her substitute), and instruct her to vote at the AGM on their behalf by means of a voting instruction form. A voting instruction form can be downloaded via the ASML website (www.asml.com/agm2021) or can be obtained upon request at the Company (email: legal@asml.com or telephone +31-40-2682801). In order to vote

by proxy shareholders must register their shares as described above. After completion and signing the voting instruction form should be sent to the proxy. In case of granting a proxy to civil-law notary Ms. C. Hagendijk (or her substitute), the voting instruction form should be sent to: Civil-law notary Ms. C. Hagendijk, Keizersgracht 695-699, 1017 DW Amsterdam, the Netherlands, where it should be received no later than Thursday, 22 April 2021, 5.30 pm CET.

Physical attendance of the meeting (if applicable)

In case the AGM is also held in physical form at ASML's offices (De Run 6501, 5504 DR Veldhoven, the Netherlands), we expect that a limited number of representatives from ASML will attend due to applicable restrictive measures in connection with the COVID-19 pandemic, such as travel restrictions. We therefore encourage all our shareholders to attend the AGM virtually, in accordance with the procedures described above. The possibilities of virtual participation in the AGM will remain if the AGM will be held in physical form.

If the AGM is to be held in physical form, shareholders who have indicated that they wish to attend the meeting in accordance with the above procedures will be able to use their confirmation of registration to gain access to the AGM. If a shareholder or his proxy is not in possession of the registration certificate number on time, he must identify himself with a valid identity document before the start of the AGM. Even if a shareholder or his proxy is in possession of a registration certificate number, he may be asked to identify himself with a valid identity document before the start of the AGM.

Veldhoven, 15 March 2021
The Board of Management