

**Agenda for the Annual General Meeting of ASML Holding N.V. (“ASML” or the “Company”)
to be held at the Twinscan Auditorium, ASML Building 7, De Run 6665, Veldhoven, the Netherlands,
on Wednesday 24 April 2024, starting at 2.00 pm CET (the “AGM”).**

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| | a) Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances | |
| | b) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with the authorizations referred to in item 8 a) | |
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Explanatory Notes to the Agenda

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

This agenda item includes an account of the Company's business, financial situation and ESG sustainability during the financial year 2023.

3. Financial statements, results and dividend

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

a. Advisory vote on the remuneration report for the Board of Management and the Supervisory Board for the financial year 2023 [Voting item]

The Company has prepared the remuneration report for the Board of Management and the Supervisory Board for the financial year 2023 in accordance with the statutory requirements. Pursuant to Dutch law, the 2023 remuneration report will be submitted to the General Meeting for an advisory vote. The 2023 remuneration report has been published as part of the 2023 Annual Report and is also published separately on the Company's website (www.asml.com/agm2024).

b. Proposal to adopt the financial statements of the Company for the financial year 2023, 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 2023: the 2023 Annual Report including financial statements based on US GAAP on Form 20-F and the 2023 Annual Report including the financial statements based on IFRS and Dutch law. Both 2023 Annual Reports include a chapter on the Company's corporate governance structure.

The 2023 Annual Report, including the financial statements based on IFRS and Dutch law, has been published on the Company's website (www.asml.com/agm2024) and is also available via the Company.

c. Compliance with the Dutch Corporate Governance Code [Non-voting item]

The Company complies with the applicable best practice provisions of the Dutch Corporate Governance Code 2022. For an account of the Company's compliance with the Dutch Corporate Governance Code reference is made to the section "Compliance with Corporate Governance Requirements" in the 2023 Annual Report.

d. 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 2023 Annual Report. As part of ASML's financial policy to return excess cash to shareholders through dividends and share buybacks or capital repayment, the Company aims to distribute a dividend that will be growing over time, paid quarterly.

e. Proposal to adopt a dividend in respect of the financial year 2023 [Voting item]

ASML intends to declare a total dividend for 2023 of €6.10 per ordinary share. Recognizing the interim dividend paid in February 2024 and the two interim dividends paid in 2023, each €1.45 per ordinary share, this leads to a final dividend proposal to the General Meeting of €1.75 per ordinary share (for a total amount of approximately €0.7 billion). This is a 5.2% increase compared to 2022. The proposed total dividend represents 31% of earnings per share in 2023.

The ex-dividend date as well as the fixing date for the EUR / USD conversion is set at 26 April 2024. The record date is set at 29 April 2024. The dividend will be made payable on 7 May 2024.

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 2023 [Voting item]

It is proposed to discharge the members of the Board of Management in office in 2023 from all liability in relation to the exercise of their duties in the financial year 2023.

b. Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2023 [Voting item]

It is proposed to discharge the members of the Supervisory Board in office in 2023 from all liability in relation to the exercise of their duties in the financial year 2023.

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 8, and will be requested for the period starting from the 2024 AGM (i.e. 24 April 2024) up to the AGM to be held in 2025.

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 170,000 (one hundred seventy 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 Remuneration Policy.

6. Composition of the Board of Management

This agenda item consists of two non-voting items

As announced in the press release dated 30 November 2023, Mr. P.T.F.M. (Peter) Wennink and Mr. M.A. (Martin) van den Brink will retire as Co-Presidents and members of the Board of Management of

the Company per the date of the 2024 AGM.

As announced on that same date, the Supervisory Board intends to reappoint Mr. C.D. (Christophe) Fouquet as a member of the Board of Management per the date of the 2024 AGM in the position of President and Chief Executive Officer. Furthermore, the Supervisory Board announced its intention to appoint Mr. J.P. (Jim) Koonmen for appointment as a member of the Board of Management per the date of the 2024 AGM in the position of Chief Customer Officer.

As a result of these changes, the Board of Management will consist of five members after the 2024 AGM. After the retirement of Mr. Van den Brink as Co-President of the Company, he will continue to support ASML by taking up a role as a parttime technology advisor.

a. Notification of the intended reappointment of Mr. C.D. Fouquet as a member of the Board of Management in the position of President and Chief Executive Officer [Non-voting item]

The Supervisory Board appointed Mr. C.D. (Christophe) Fouquet as a member of the Company's Board of Management per 25 April 2018. On 29 April 2022, Mr. Fouquet was reappointed as a member of the Company's Board of Management for a four-year term, ending per the AGM of April 2026.

The Supervisory Board intends to reappoint Mr. Fouquet as a member of the Board of Management in the position of President and Chief Executive Officer in view of his extensive leadership experience and deep understanding of ASML's technology and the semiconductor industry ecosystem – acquired through different roles during his 15-year tenure at ASML, as well as at other companies. The Supervisory Board believes that Mr. Fouquet has the right leadership qualities and culture fit for the position and is confident that he will continue to further build on the solid basis that has been laid in previous years. Mr. Fouquet will also act as the Chairperson of the Board of Management.

In view of his new role, the Supervisory Board intends to reappoint Mr. Fouquet for a new four-year term that will commence per the date of the 2024 AGM (i.e. 24 April 2024) and will expire effective per the AGM to be held in 2028. If both parties so decide, the appointment term may be further extended for consecutive periods, each with a maximum of four years.

Mr. Fouquet was born in 1973 and has the French nationality. Mr. Fouquet joined ASML in 2008 and has held several positions at the Company. From 2013 until 2018 he was the Executive Vice President of the Applications business. On 25 April 2018, Mr. Fouquet was appointed as member of the Board of Management in the position of Executive Vice President EUV and in July 2022 Mr. Fouquet assumed responsibility for leading all of ASML's businesses as EVP and Chief Business Officer. Prior to joining the Company, Mr. Fouquet worked at semiconductor equipment peers KLA Tencor and Applied Materials. Mr. Fouquet holds a Master of Physics from Grenoble INP – UGA.

Below is an overview of the most important elements of Mr. Fouquet's management services agreement, including his remuneration package. The remuneration package is in accordance with the Remuneration Policy for the Board of Management, including the performance criteria.

Base salary	:	€ 1,082,000 gross.
Short Term Incentive	:	120% of base salary for at-target performance, in accordance with the Remuneration Policy.
Long Term Incentive	:	200% of base salary for at-target performance, in accordance with the Remuneration Policy.
Pension	:	In accordance with the defined contribution plan as referred to in the Remuneration Policy.
Expense reimbursement	:	As set out in the Remuneration Policy.

Severance payment	:	One year base salary (gross).
Appointment term	:	Four-year term, with the possibility of reappointment.

b. Notification of the intended appointment of Mr. J.P. Koonmen as a member of the Board of Management in the position of Chief Customer Officer [Non-voting item]

The Supervisory Board intends to nominate Mr. J.P. (Jim) Koonmen for appointment as a member of the Board of Management per the date of the 2024 AGM.

The Supervisory Board intends to appoint Mr. Koonmen as a member of the Board of Management in the position of Chief Customer Officer. In this role, Mr. Koonmen will assume primary responsibility for ASML's customer relationships. The appointment of Mr. Koonmen as member of the Board of Management underscores ASML's ambition to continuously increase its responsiveness to customer needs and to consistently deliver high-performance products and services, also in view of the continuous increase in the size and complexity of ASML's operations and business with customers. Given that further strengthening customer trust and enhancing customer satisfaction are key drivers for ASML's long-term success, and customers are among ASML's key stakeholders, it has been decided to position the Chief Customer Officer role on the Board of Management. The Supervisory Board is convinced that Mr. Koonmen will play a strong role to amplify the voice of the customer within ASML and to drive closer collaboration and higher customer satisfaction.

Mr. Koonmen's four-year term will commence per the per the date of the 2024 AGM (i.e. 24 April 2024) and will expire effective per the AGM to be held in 2028. If both parties so decide, the appointment term may be further extended for consecutive periods, each with a maximum of four years.

Mr. Koonmen was born in 1967 and has dual American and Irish nationality. Mr. Koonmen joined ASML in 2007 through the acquisition of Brion, where he was general manager from 2008 until 2015. He subsequently served as the CEO of Cymer and then led the Applications business for five years. Prior to joining ASML, Mr. Koonmen was Vice President of Marketing and Operations at MEMX, Director of Manufacturing Engineering at Onetta and Director of Operations at Johnson & Johnson. Mr. Koonmen holds a Master of Science in Management from the MIT Sloan School of Management and a Master of Science in Aeronautics and Astronautics from the Massachusetts Institute of Technology.

Below is an overview of the most important elements of Mr. Koonmen's agreement with ASML US, LLC, a subsidiary of ASML, including his remuneration package. The remuneration package is in accordance with the Remuneration Policy for the Board of Management, including the performance criteria.

Base salary	:	€ 754,000 gross.
Short Term Incentive	:	100% of base salary for at-target performance, in accordance with the Remuneration Policy.
Long Term Incentive	:	180% of base salary for at-target performance, in accordance with the Remuneration Policy.
Pension	:	Participant in the ASML US Employees' Savings and Retirement Plan, which qualifies as a 401(k) retirement savings plan.
Expense reimbursement	:	As set out in the Remuneration Policy.
Severance payment	:	One year base salary (gross).
Appointment term	:	Four-year term, with the possibility of reappointment.

7. Composition of the Supervisory Board

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

a. Discussion of the updated profile of the Supervisory Board [Non-voting item]

The current profile of the Supervisory Board was adopted in 2019. The profile is evaluated by the Supervisory Board on a regular basis. Based on the evaluation of the profile that took place at the end of 2023, the Supervisory Board concluded that it was desirable to make certain adjustments to its profile, in view of the growth of the Company, as well as external developments.

The changes to the profile mainly relate to the expansion of areas of expertise that the Supervisory Board aims to have covered within the Supervisory Board, as well as to the diversity paragraph in light of the adoption of a separate Diversity & Inclusion Policy for the Supervisory Board.

The updated profile of the Supervisory Board is published on the Company's website (www.asml.com/agm2024).

Introduction to agenda items 7b, 7c and 7d:

As announced at the AGM held on 26 April 2023, the Supervisory Board gives notice of the fact that Ms. A.P. (Annet) Aris, Mr. D.M. (Mark) Durcan and Mr. D.W.A (Warren) East will retire by rotation per the date of the 2024 AGM. Ms. Aris, Mr. Durcan and Mr. East have indicated that they are available for reappointment after the completion of their current terms.

b. Proposal to reappoint Ms. A.P. Aris as a member of the Supervisory Board [Voting item]

Ms. A.P. (Annet) Aris was first appointed as a member of the Supervisory Board in 2015 and has been its vice-chair since 2021. Currently, she is a member of the Selection and Nomination Committee, Remuneration Committee and Technology Committee.

Ms. Aris was born in 1958 and has the Dutch nationality. Ms. Aris is Senior Affiliate of Strategy (since 2003) and Academic Director of the Corporate Governance Centre (since 2023) at INSEAD, France. From 1994 to 2003 Ms. Aris was a partner at McKinsey & Company in Germany. Ms. Aris served as a member of the Supervisory Board of ASR Nederland N.V. and Coöperatieve Rabobank U.A. Currently, Ms. Aris is a member of the supervisory boards of Jungheinrich AG and Randstad Holding N.V.

Ms. Aris does not hold shares in the capital of the Company. Ms. Aris is independent as defined by the Dutch Corporate Governance Code as well as under Nasdaq rules.

Ms. Aris' previous appointments were based on the enhanced recommendation right of the Works Council. The Works Council also used its enhanced recommendation right for the current nomination of Ms. Aris. The Supervisory Board nominates Ms. Aris for reappointment as a member of the Supervisory Board not only because of the recommendation made by the Works Council, but also because of Ms. Aris' extensive experience in the fields of strategy consultancy, digital transformation and management development. Ms. Aris' experience and background fit very well in the profile the Supervisory Board drafted for this position. Ms. Aris has made a valuable contribution to the Supervisory Board in the past nine years, and the Supervisory Board expects to continue to benefit from Ms. Aris' extensive experience.

Ms. Aris' reappointment will be for a term of one year in accordance with best practice provision 2.2.2 of the Dutch Corporate Governance Code.

The Works Council has been timely provided with the opportunity to determine its position on Ms. Aris' nomination for reappointment and has notified the Supervisory Board that it is in favour thereof.

If the General Meeting resolves to appoint Ms. Aris, the appointment will be effective per the date of the 2024 AGM (i.e. 24 April 2024).

c. Proposal to reappoint Mr. D.M. Durcan as a member of the Supervisory Board [Voting item]

Mr. D.M. (Mark) Durcan was first appointed as a member of the Supervisory Board in 2020. Currently, Mr. Durcan is a member of the Selection and Nomination Committee and the Chair of the Technology Committee.

Mr. Durcan was born in 1961 and has the American nationality. From 2012 until 2017 Mr. Durcan was Chief Executive Officer of Micron Technology, Inc. He joined Micron in 1984 and held various management positions before he was appointed as CEO. Currently, he is a non-executive director at Advanced Micro Devices, Inc., a board member and Lead Independent Director at Cencora (formerly AmerisourceBergen Corporation), a member of the board of Trustees of Rice University in Texas, a director at St. Luke's Health System in Idaho and a director at Natural Intelligence Systems CA (a private AI startup company).

Mr. Durcan does not hold any shares in the capital of the Company. Mr. Durcan is independent as defined by the Dutch Corporate Governance Code as well as under Nasdaq rules.

The Supervisory Board nominates Mr. Durcan for reappointment as member of the Supervisory Board because of his extensive management level and semiconductor experience gained at various companies active in the semiconductor business. Mr. Durcan's experience, knowledge and leadership capabilities fit very well in the profile drafted for this position. Mr. Durcan has made a valuable contribution to the Supervisory Board in the past four years, and the Supervisory Board expects to continue to benefit from Mr. Durcan's extensive experience.

Mr. Durcan's reappointment will be for a term of four years.

The Works Council has been timely provided with the opportunity to determine its position on the nomination of Mr. Durcan for reappointment as a member of the Supervisory Board and has notified the Supervisory Board that it is in favour thereof.

If the General Meeting resolves to appoint Mr. Durcan, the appointment will be effective per the date of the 2024 AGM (i.e. 24 April 2024).

d. Proposal to reappoint Mr. D.W.A. East as a member of the Supervisory Board [Voting item]

Mr. D.W.A (Warren) East was first appointed as a member of the Company's Supervisory Board in 2020. Currently, Mr. East is a member of the Audit Committee and the Technology Committee.

Mr. East was born in 1961 and has the British nationality. Mr. East served as the Chief Executive Officer of Rolls-Royce Group Plc from 2015 to 2022. He spent his early career at Texas Instruments Ltd. in 1985. In 1994 he joined ARM Holdings, Plc., where he held various management positions and was appointed as Chief Executive Officer in 2001, a position which he held until 2013. Currently, Mr. East is a non-executive board member of Tokamak Energy Ltd and is the Chair of the Board of Directors of C-Capture Ltd.

Mr. East does not hold any shares in the capital of the Company. Mr. East is independent as defined by the Dutch Corporate Governance Code as well as under Nasdaq rules.

The Supervisory Board nominates Mr. East for reappointment as member of the Supervisory Board particularly because of his background and management level experience in various industries, including the semiconductor industry, and in various roles. In view of his background and experience, Mr. East fits very well in the profile drafted for this position. Mr. East has made a valuable contribution to the Supervisory Board in the past four years, and the Supervisory Board expects to continue to benefit from Mr. East's extensive experience.

The reappointment of Mr. East will be for a term of four years.

The Works Council has been timely provided with the opportunity to determine its position on the nomination of Mr. East for reappointment as a member of the Supervisory Board and has notified the Supervisory Board that it is in favour thereof.

If the General Meeting resolves to appoint Mr. East, the appointment will be effective per the date of the 2024 AGM (i.e. 24 April 2024).

e. Composition of the Supervisory Board in 2025 [Non-voting item]

The Supervisory Board gives notice that Ms. B. (Birgit) Conix and Ms. A.P. (Annet) Aris will retire by rotation per the date of the 2025 AGM, as their terms of appointment will end per that date.¹

8. 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 two voting items

a. Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances [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 24 April 2024 up to and including 24 October 2025) and subject to the approval of the Supervisory Board, to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances. In both cases, the authorization is limited to a maximum of 5% of ASML's issued share capital per 24 April 2024. If this authorization is approved by the General Meeting, the existing authorization as granted per 26 April 2023 will cease to apply.

b. Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with the authorizations referred to in item 8 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 24 April 2024 up to and including 24 October 2025) 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

¹ Assuming the reappointment of Ms. A.P. Aris (see agenda item 7b).

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 26 April 2023 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 could 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 9 and 10:

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 share buybacks or capital repayment, subject to ASML's actual and anticipated level of liquidity requirements and other relevant factors, the Company announced on 10 November 2022 a share buyback program to be executed within the 2022 - 2025 time frame. As part of this program, ASML intends to repurchase shares up to an amount of €12 billion, of which the Company expects a total of up to 2 million shares will be used to cover employee share plans. ASML intends to cancel the remainder of the shares repurchased. The share buyback program has replaced the previous €9 billion share buyback program 2021-2023 which was completed on 18 October 2022. The share buyback program will be executed within the limitations of the authority granted by the General Meeting from time to time.

9. Proposal to authorize the Board of Management to repurchase ordinary shares up to 10% of the issued share capital [Voting item]

It is proposed to renew the authorization of the Board of Management to repurchase ordinary shares for a period of 18 months effective per the date of the 2024 AGM (i.e. 24 April 2024) up to and including 24 October 2025. Provided that the General Meeting grants this new authorization, the existing authorization to repurchase ordinary shares as granted per 26 April 2023 will cease to apply.

In order to realize share buybacks and 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 24 April 2024, 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 of the date of the 2024 AGM (i.e. 24 April 2024).

Share buybacks may, among other transaction formats, take place on the open market, through privately negotiated purchases, in self-tender offers, or through accelerated repurchase arrangements.

Shares may be repurchased 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 (excluding any expenses). The market price is defined as the average of the daily highest price of the ordinary shares on Euronext Amsterdam (“**Euronext Amsterdam**”) or the NASDAQ Stock Market LLC (“**NASDAQ**”) during each of the five trading days prior to the date of the acquisition, as shown in the Official Price List of Euronext Amsterdam or as reported on NASDAQ, provided that for self-tender offers, accelerated repurchase arrangements and other similar repurchase programs as determined by the Board of Management, the market price shall be the average of the daily highest price of the ordinary shares on Euronext Amsterdam or NASDAQ during a period as determined by the Board of Management, which shall be at least one trading day.

If this authorization is approved by the General Meeting, the existing authorization as granted per 26 April 2023 will cease to apply.

Provided that the General Meeting grants this authorization, 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 10).

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

10. 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 (24 April 2024).

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 9, to the extent that such ordinary shares are not used to cover obligations under employee equity 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 10% of the issued share capital at 24 April 2024. Pursuant to the relevant statutory provisions, cancellation may not be effectuated until two months after the resolution to cancel has been adopted and publicly announced (this will apply to each tranche).