

## ASML HOLDING N.V.

### 2019 Annual General Meeting of Shareholders

#### Resolutions taken 24 April 2019

Overview of the resolutions taken at the Annual General Meeting of Shareholders (“**AGM**”) of ASML Holding N.V. on 24 April 2019.

At the AGM **314,066,992 shares** were represented, giving entitlement to a total of **2,826,602,928 votes**.<sup>1</sup>

**Agenda item 3b: Proposal to adopt the financial statements of the Company for the financial year 2018, as prepared in accordance with Dutch law**

<b>Overview votes</b>		<i>Percentage</i>
For	2,767,674,960	<b>99.78%</b>
Against	6,186,204	<b>0.22%</b>
Abstained	52,715,520	
Not voted	26,244	
<b>Total</b>	<b>2,826,576,684</b>	

**Agenda item 3d: Proposal to adopt a dividend of EUR 2.10 per ordinary share**

<b>Overview votes</b>		<i>Percentage</i>
For	2,790,715,950	<b>100%<sup>2</sup></b>
Against	69,615	<b>0%</b>
Abstained	35,790,228	
Not voted	27,135	
<b>Total</b>	<b>2,826,575,793</b>	

**Agenda item 4a: Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2018**

<b>Overview votes</b>		<i>Percentage</i>
For	2,737,442,817	<b>99.05%</b>
Against	26,197,686	<b>0.95%</b>
Abstained	62,935,434	
Not voted	26,991	
<b>Total</b>	<b>2,826,575,937</b>	

<sup>1</sup> The total number of shares per the Registration Date amounted to 425,659,415 ordinary shares. Given the number of treasury shares, 4,713,638 shares, the total number of outstanding ordinary shares with a right to vote at the AGM amounted to 420,945,777. This gives entitlement to cast 3,788,511,993 votes.

<sup>2</sup> This is a rounded number as the voting results are published to two decimal places. At the AGM 0.0025% of the total votes were casted against this agenda item.

**Agenda item 4b: Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2018**

<b>Overview votes</b>		<i>Percentage</i>
For	2,737,386,531	<b>99.05%</b>
Against	26,268,930	<b>0.95%</b>
Abstained	62,919,675	
Not voted	27,792	
<b>Total</b>	<b>2,826,575,136</b>	

**Agenda item 5: Proposal to adopt some adjustments to the Remuneration Policy for the Board of Management**

<b>Overview votes</b>		<i>Percentage</i>
For	2,659,538,952	<b>96.24%</b>
Against	103,786,092	<b>3.76%</b>
Abstained	63,249,174	
Not voted	28,710	
<b>Total</b>	<b>2,826,574,218</b>	

**Agenda item 6: Proposal to approve the number of shares for the Board of Management**

<b>Overview votes</b>		<i>Percentage</i>
For	2,674,799,505	<b>95.85%</b>
Against	115,781,868	<b>4.15%</b>
Abstained	35,993,754	
Not voted	27,801	
<b>Total</b>	<b>2,826,575,127</b>	

**Agenda item 8a: Proposal to reappoint Mr. G.J. Kleisterlee as member of the Supervisory Board**

<b>Overview votes</b>		<i>Percentage</i>
For	2,705,478,255	<b>97.04%</b>
Against	82,516,599	<b>2.96%</b>
Abstained	38,581,164	
No voted	26,910	
<b>Total</b>	<b>2,826,576,018</b>	

**Agenda item 8b: Proposal to reappoint Ms. A.P. Aris as member of the Supervisory Board n**

<b>Overview votes</b>		<i>Percentage</i>
For	2,778,491,142	<b>99.68%</b>
Against	8,976,294	<b>0.32%</b>
Abstained	39,108,465	
Not voted	27,027	
<b>Total</b>	<b>2,826,575,901</b>	

**Agenda item 8c: Proposal to reappoint Mr. R.D. Schwalb as member of the Supervisory Board**

<b>Overview votes</b>		<i>Percentage</i>
For	2,778,846,894	<b>99.69%</b>
Against	8,666,676	<b>0.31%</b>
Abstained	39,062,349	
Not voted	27,009	
<b>Total</b>	<b>2,826,575,919</b>	

**Agenda item 8d: Proposal to reappoint Mr. W.H. Ziebart as member of the Supervisory Board**

<b>Overview votes</b>		<i>Percentage</i>
For	2,755,189,296	<b>98.74%</b>
Against	35,299,593	<b>1.26%</b>
Abstained	36,087,039	
Not voted	27,000	
<b>Total</b>	<b>2,826,575,928</b>	

**Agenda item 9: Proposal to adjust the remuneration of the Supervisory Board**

<b>Overview votes</b>		<i>Percentage</i>
For	2,756,908,800	<b>99.09%</b>
Against	25,345,890	<b>0.91%</b>
Abstained	44,318,970	
Not voted	29,268	
<b>Total</b>	<b>2,826,573,660</b>	

**Agenda item 10: Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2020**

<b>Overview votes</b>		<i>Percentage</i>
For	2,771,146,566	<b>99.30%</b>
Against	19,623,276	<b>0.70%</b>
Abstained	35,802,927	
Not voted	30,159	
<b>Total</b>	<b>2,826,572,769</b>	

**Agenda item 11a: Proposal to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes**

<b>Overview votes</b>		<i>Percentage</i>
For	2,784,739,914	<b>99.78%</b>
Against	6,103,998	<b>0.22%</b>
Abstained	35,725,581	
Not voted	33,435	
<b>Total</b>	<b>2,826,569,493</b>	

**Agenda item 11b: Proposal to authorize the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11a)**

<b>Overview votes</b>		<i>Percentage</i>
For	2,782,402,551	<b>99.72%</b>
Against	7,825,338	<b>0.28%</b>
Abstained	36,346,239	
Not voted	28,800	
<b>Total</b>	<b>2,826,574,128</b>	

**Agenda item 11c: Proposal to authorize the Board of Management 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**

<b>Overview votes</b>		<i>Percentage</i>
For	2,785,022,163	<b>99.79%</b>
Against	5,788,197	<b>0.21%</b>
Abstained	35,765,568	
Not voted	27,000	
<b>Total</b>	<b>2,826,575,928</b>	

**Agenda item 11d: Proposal to authorize the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11c)**

<b>Overview votes</b>		<i>Percentage</i>
For	2,657,590,812	<b>95.23%</b>
Against	133,136,667	<b>4.77%</b>
Abstained	35,847,549	
Not voted	27,900	
<b>Total</b>	<b>2,826,575,028</b>	

**Agenda item 12a: Proposal to authorize the Board of Management to repurchase ordinary shares up to 10% of the issued share capital**

<b>Overview votes</b>		<i>Percentage</i>
For	2,754,048,888	<b>98.74%</b>
Against	35,225,226	<b>1.26%</b>
Abstained	37,301,571	
Not voted	27,243	
<b>Total</b>	<b>2,826,575,685</b>	

**Agenda item 12b: Proposal to authorize the Board of Management to repurchase additional ordinary shares up to 10% of the issued share capital**

<b>Overview votes</b>		<i>Percentage</i>
For	2,718,677,259	<b>97.67%</b>
Against	64,826,892	<b>2.33%</b>
Abstained	43,071,768	
Not voted	27,009	
<b>Total</b>	<b>2,826,575,919</b>	

**Agenda item 13: Proposal to cancel ordinary shares**

<b>Overview votes</b>		<i>Percentage</i>
For	2,761,568,613	<b>98.96%</b>
Against	29,149,218	<b>1.04%</b>
Abstained	35,853,588	
Not voted	31,509	
<b>Total</b>	<b>2,826,571,419</b>	