

DRAFT

ASML

**REMUNERATION POLICY FOR THE
SUPERVISORY BOARD OF ASML HOLDING
N.V.**

Adopted by general meeting of shareholders on April 22, 2020

Remuneration Policy Supervisory Board ASML Holding N.V.

Objectives and principles

The objective of the remuneration policy for the Supervisory Board of ASML Holding N.V. (“ASML” or the “Company”) is to enable ASML to attract and retain qualified Supervisory Board members, which together compose a diverse and balanced Supervisory Board with the appropriate level of skills, competences and experience required to properly supervise the (execution of the) strategy and the performance of ASML. As such the remuneration policy supports the long-term development of the Company in a highly dynamic environment, while aiming to fulfill all stakeholders’ requirements and keeping an acceptable risk profile. More than ever, the challenge for ASML is to drive technology, to serve customers and to satisfy stakeholders. These drivers are embedded in the identity, mission and values of ASML and its affiliated enterprises.

The remuneration policy is designed to encourage behavior that is focused on the long-term interests and sustainability of the Company, while adopting the highest standards of good corporate governance.

The level of support in society for the remuneration policy that ASML applies is important to us and is taken into account when formulating the various elements of the remuneration policy. In preparing this remuneration policy, the Supervisory Board has considered the external environment in which the Company operates, the relevant statutory provisions and provisions of the Dutch corporate governance code, competitive market practice as well as the guidance issued by organizations representing institutional shareholders and input from ASML’s major shareholders. Furthermore, advice has been obtained from an external remuneration expert as well as from the Works Council.

The remuneration policy is built on the following principles:

- Transparent – the remuneration policy and its execution are clear and practical
- Alignment – the remuneration policy is benchmarked to market practice
- Compliant - ASML adopts the highest standards of good corporate governance
- Simple – the remuneration policy and its execution are as simple as possible and easily understandable to all stakeholders
- Fair - the remuneration should reflect the time spent and the responsibilities of the role of the members of the Supervisory Board
- Independent - the remuneration of a Supervisory Board member may not be made dependent on the results of the Company

Reference group and market positioning

The remuneration of the Supervisory Board should be competitive as compared to a relevant reference market. To define this market a reference group is used, consisting of companies with a two-tier board structure listed on the AEX Index of the Euronext Amsterdam Stock Exchange. To determine the positioning in this group, enterprise value, revenue and number of employees will be taken into account.

Remuneration Policy

The remuneration of the Supervisory Board members consists of a fixed remuneration and an extra allowance for intercontinental meetings.

Fixed Remuneration

The fixed remuneration of the Supervisory Board members is as follows:

Position	Annual amount
Chair Supervisory Board	EUR 110,000
Vice-Chair Supervisory Board	EUR 80,000
Member Supervisory Board	EUR 70,000
Chair Audit Committee	EUR 23,000
Member Audit Committee	EUR 15,000
Chair other committees	EUR 18,000
Member other committees	EUR 12,000

Extra allowance for intercontinental meetings

In addition to the fixed remuneration, Supervisory Board members are entitled to an extra allowance of EUR 5,000 for each meeting that involves intercontinental travel, given the additional time commitment.

Expenses and expense allowance arrangement

The expenses incurred by the Supervisory Board members in relation to their attendance of Supervisory Board meetings are reimbursed by ASML. In addition, Supervisory Board members are entitled to a fixed net cost allowance covering certain pre-defined out-of-pocket expenses. The annual fixed net cost allowance amounts to EUR 1,380 for each Supervisory Board member, and EUR 1,980 for the Chair of the Supervisory Board.

Loans

The Company will not grant any (personal) loans to, nor shall it grant any guarantees or the like in favor of, any of the members of the Supervisory Board.

Shares and share ownership

Supervisory Board members will not be granted any shares and/or rights to shares in the Company's capital by way of remuneration. Any holding of shares in the Company's capital by Supervisory Board members is for the purpose of long-term investment. In addition, any trading activity shall be subject to ASML's Insider Trading Rules.

Other arrangements

Members of the Supervisory Board are appointed and reappointed based on the provisions of the law and articles of association of ASML. No claw-back, severance or change in control arrangements are in place for members of the Supervisory Board.

Decision making process

The Supervisory Board remuneration will be reviewed from time to time. At least every four years, the remuneration policy will be submitted to a vote by the general meeting, after obtaining the advice of the Works Council. In case of a revision of the remuneration policy, a description and explanation is presented of all significant changes, including the rationale for those revisions and other aspects as required by law or the Corporate Governance Code. It is the Company's policy to seek input from organizations representing institutional shareholders as well as from ASML's major shareholders in case significant changes to remuneration arrangements are proposed.