

**Terms and Conditions for Hybrid General Meetings**

ASML may accommodate its Shareholders to participate in the General Meeting of 22 April 2020 through electronic means without the need to physically attend this General Meeting. The possibility to virtually attend the General Meeting may be provided as an alternative to attend the General Meeting in person. Participating virtually in this General Meeting is subject to these Terms and Conditions for Hybrid General Meetings.

Capitalised terms have the meaning as set out in the Annex to these Terms and Conditions for Hybrid General Meetings.

## **Terms and Conditions for Hybrid General Meetings**

### **1 INTRODUCTION**

- 1.1** These Terms and Conditions for Hybrid General Meetings are applicable in the event of Hybrid General Meetings and to Shareholders who wish to virtually attend and participate in the Hybrid General Meeting via the Online Platform, unless the context requires otherwise.
- 1.2** Shareholders will be provided with the opportunity to follow the Hybrid General Meeting and vote electronically during the Hybrid General Meeting. The Hybrid General Meeting shall be treated as having commenced if it has commenced at the physical place specified in the convocation.
- 1.3** Shareholders may participate in the Hybrid General Meeting via the Online Platform. The Online Platform will be provided by the Online Platform Providers. Shareholders must identify themselves electronically through a secured access on the Online Platform to enter the virtual part of the Hybrid General Meeting. In addition to the provisions laid down in these Terms and Conditions for Hybrid General Meetings, the Terms And Conditions of the Online Platform Providers also apply to the participation in the Hybrid General Meeting via the Online Platform.
- 1.4** Further instructions on the participation in the Hybrid General Meeting will be included in the convocation of the General Meeting.
- 1.5** After convocation of the Hybrid General Meeting, the Board of Management may, at its own discretion, change the meeting to a physical only meeting, change the sequence of the meeting, change or restrict the electronic facilities for the meeting or adjourn the time at which the meeting is to be held. Such changes will be communicated to the Shareholders on ASML's website ([www.asml.com/agm2020](http://www.asml.com/agm2020)).

### **2 TECHNOLOGY**

- 2.1** Shareholders should, in advance of the meeting, test their connection and ensure that they have access to the Online Platform. ASML will implement the technical infrastructure for the Online Platform in a timely fashion in order to allow Shareholders to test the foregoing. ASML will take all reasonable efforts to make sure that technical support lines are available for Shareholders during the Hybrid General Meeting and for pre-meeting testing access.
- 2.2** There are certain risks for Shareholders who attend the Hybrid General Meeting via the Online Platform. These risks include, among other things, any failure or deficiency in virtual meeting equipment, software, network

infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of service attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Hybrid General Meeting. If a Shareholder wishes to avoid such risks, he or she should attend the Hybrid General Meeting in person or by providing a proxy. If any of these risks prevent a Shareholder from watching, listening or otherwise following the meeting or voting electronically during (any part of) the Hybrid General Meeting, then this will be for the risk and account of such Shareholder. The inability of one or more Shareholders to watch, listen or otherwise follow the Hybrid General Meeting or vote electronically during (any part of) the Hybrid General Meeting does not affect the validity of the Hybrid General Meeting or any business conducted at such meeting.

- 2.3** If it appears to the Chairman that the Online Platform of the Hybrid General Meeting has become inadequate for Shareholders to watch, listen or otherwise follow the meeting or vote electronically during (any part of) the Hybrid General Meeting, then the Chairman may, at its own discretion, suspend or cancel the meeting, change the sequence of the meeting or proceed with the meeting without the possibility for some or all of the Shareholders who participate in the Hybrid General Meeting via the Online Platform to watch, listen or otherwise follow the meeting or vote electronically during (any part of) the Hybrid General Meeting. The Chairman shall communicate this decision to the Shareholders who participate in the Hybrid General Meeting in person and to the extent reasonable possible to the Shareholders who attend the Hybrid General Meeting via the Online Platform.
- 2.4** If the Chairman suspends or cancels the Hybrid General Meeting, then all business conducted up to the point of the suspension or cancellation will be valid. A suspended Hybrid General Meeting may be continued as a physical General Meeting only or as a Hybrid General Meeting irrespective of the form of the Hybrid General Meeting that was suspended or cancelled.

### **3 SHAREHOLDERS' RIGHTS**

- 3.1** Each shareholder may, in addition to the possibility to attend and participate in the Hybrid General Meeting in person, attend and participate in the Hybrid General Meeting via the Online Platform. Such Shareholders will be able to follow (watch, listen or otherwise) the meeting and vote electronically, provided that they duly and timely registered for participation in the Hybrid General Meeting via the Online Platform and duly and timely logged-in on the

Online Platform in accordance with the instructions included in the convocation of the Hybrid General Meeting.

- 3.2** Shareholders who participate in the Hybrid General Meeting via the Online Platform shall not have the opportunity to speak or submit questions during the Hybrid General Meeting, unless the Board of Management decides otherwise. If Shareholders wish to speak or submit such questions, they or their proxies should attend the Hybrid General Meeting in person, provided that a Shareholder or its proxy holder cannot attend the Hybrid General Meeting in person for the same Shares that were logged-in on the Online Platform of the Hybrid General Meeting. If the Board of Management decides to allow shareholders who participate in the Hybrid General Meeting the opportunity to speak or submit questions during the Hybrid General Meeting, such shareholders will only be entitled to submit follow-up questions in response to the answers that were already provided before or during the Hybrid General Meeting.
- 3.3** A Shareholder's access to the Online Platform will be cancelled if a Shareholder registered himself or herself to attend the Hybrid General Meeting via the Online Platform, but he or she, or his or her proxy attends the Hybrid General Meeting in person.
- 3.4** Shareholders who are logged-in via the Online Platform prior to the start of the Hybrid General Meeting (i) shall be deemed to attend the Hybrid General Meeting in person, (ii) shall be counted in for calculating how many Shareholders are present or represented at the Hybrid General Meeting and which percentage of the issued and outstanding Share capital of ASML is present or represented at the Hybrid General Meeting, (iii) shall be able to follow (watch, listen or otherwise) the meeting and (iv) shall be entitled to vote electronically at such Hybrid General Meeting. Shareholders who are not logged-in via the Online Platform prior to the start of the Hybrid General Meeting will not be counted as if they were attending the Hybrid General Meeting in person and will only be able to follow (watch, listen or otherwise) the meeting. The names of Shareholders who attend the Hybrid General Meeting via the Online Platform will be included in the registration list of Shareholders attending the Hybrid General Meeting in person or by proxy. Such list will be available for inspection by the Shareholders at the physical place of the Hybrid General Meeting.
- 3.5** Any log-off by a Shareholder before the end of the Hybrid General Meeting will not affect the calculation of the quantum of Shareholders attending the Hybrid General Meeting. In case of any early log-off, the session of the Shareholder will expire. In such events the Shareholder will be allowed to log in again and to re-join the Hybrid General Meeting via the Online Platform. To the extent such Shareholder was logged in via the Online Platform prior

to the start of the Hybrid General Meeting, such Shareholder will be able to continue to follow (watch, listen or otherwise) the meeting and exercise its voting rights electronically during the remaining part of the Hybrid General Meeting. In all other circumstances such Shareholders will only be able to follow (watch, listen or otherwise) the meeting.

- 3.6** Without prejudice to article 3.4, Shareholders will be able to cast their vote electronically between the moment the Chairman opens the polls on a voting agenda item after the deliberations on that item have taken place and the moment that the Chairman closes the polls during the Hybrid General Meeting. The Chairman may also at the beginning of each Hybrid General Meeting at its sole discretion decide that the polls for one or more voting agenda items will be open between the commencement of the Hybrid General Meeting and the closure of voting as announced by the Chairman during the Hybrid General Meeting. The polls will not be open prior to the start of the Hybrid General Meeting.
- 3.7** Split voting by Shareholders on a shareholding that is held in one security account is not yet supported by the Online Platform and is therefore not possible.
- 3.8** The finding by the Chairman after the closing of the poll or polls on the outcome of a vote by the General Meeting is decisive. The Chairman may inform the Shareholders of the results of such voting item(s) after the closing of that poll or polls or at the close of the Hybrid General Meeting.
- 3.9** Each Shareholder may request ASML to send him or her a confirmation of receipt of his votes cast on the Online Platform during the Hybrid General Meeting.

#### **4 AMENDMENTS TO THE TERMS AND CONDITIONS FOR HYBRID GENERAL MEETINGS**

The Board of Management is authorised to adopt, revoke and amend these Terms and Conditions for Hybrid General Meetings at any time which will become effective immediately upon posting on ASML's website ([www.asml.com/agm2020](http://www.asml.com/agm2020)), unless decided otherwise.

#### **5 CONTACT**

For any questions about these Terms and Conditions for Hybrid General Meetings, please contact [legal@asml.com](mailto:legal@asml.com).

**ANNEX DEFINITIONS**

ASML	ASML Holding N.V.
Chairman	means the chairman of the Hybrid General Meeting
Board of Management	means the board of management of ASML
General Meeting	means the corporate body that consists of Shareholders with voting rights and all other persons with voting rights in ASML / the meeting of ASML in which Shareholders and all other persons with meeting rights assemble
Hybrid General Meeting	means a General Meeting held and conducted at a particular place and in which Shareholders are also able to follow (watch, listen or otherwise) the Hybrid General Meeting and vote electronically during the Hybrid General Meeting via the Online Platform while the General Meeting is held
Lumi	means Lumi Technologies LTD
Online Platform	means the online platform provided by the Online Platform Providers on which the Shareholders are able to attend the virtual part of the Hybrid General Meeting
Online Platform Guide	means the online platform guide which includes information on how to use the Online Platform and which will be made available at ( <a href="http://www.asml.com/agm2020">www.asml.com/agm2020</a> ).
Online Platform Providers	means Lumi and [ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.
Shareholders	means holders of one or more Shares or holders of a right of usufruct to one or more Shares, provided that each such holder has meeting rights and in respect of casting a vote, that he also has the voting rights attached to such Shares
Shares	means one or more shares in the share capital of ASML
Terms and Conditions for Hybrid General Meetings	means these terms and conditions for hybrid general meetings
Terms and Conditions of the Online Platform Providers	means the terms and conditions for the e-voting system of the Online Platform Providers as they will read from time to time