

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

For approval by the general meeting of shareholders on April 26, 2023

## Remuneration Policy Supervisory Board ASML Holding N.V.

This remuneration policy for the Supervisory Board of ASML Holding N.V. ("ASML" or "the Company") applies as from April 1, 2023 onwards.

The remuneration policy was approved by the Supervisory Board of ASML, upon recommendation of its Remuneration Committee and adopted by the General Meeting on April 26, 2023. The Works Council of ASML Netherlands B.V. exercised its right to cast its advisory vote prior to adoption.

### 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:

- **Competitiveness** - the remuneration structure and levels intend to be competitive in the relevant market, while at the same time taking into account societal trends and perceptions
- **Alignment** – the remuneration policy is benchmarked to market practice
- **Fairness** - the remuneration should reflect the time spent and the responsibilities of the role of the members of the Supervisory Board
- **Independence** - the remuneration of a Supervisory Board member may not be made dependent on the results of the Company
- **Compliance** - ASML adopts the highest standards of good corporate governance
- **Simplicity and transparency** – the remuneration policy and its execution are as simple as possible and easily understandable to all stakeholders

### Reference group and market positioning

The remuneration of the Supervisory Board should be competitive as compared to a relevant reference market. Given ASML's listing in the Netherlands, the primary reference market is defined as consisting of companies with a two-tier board structure listed on the AEX Index of the Euronext Amsterdam Stock Exchange. To determine the appropriate positioning within this group, market cap, revenue and number of employees will be taken into account. In addition given the international character of ASML and

ASML's Supervisory Board, market benchmark is also conducted against the international Board of Management reference group to provide broader market reference and context.

### **Fixed Remuneration**

The remuneration of the Supervisory Board members only comprises fixed remuneration, paid in cash. In addition to a base membership fee, Supervisory Board members are offered committee fees and additional compensation contingent on their activities and responsibilities. As a result, the total fees received vary per individual Supervisory Board member depending on responsibilities and time commitment, including but not limited to Chairmanship and Vice-Chairmanship of the Supervisory Board, and Chairmanship and membership of the regular Supervisory Board Committees.

### **Extra allowance for intercontinental meetings**

In addition to the fixed remuneration, Supervisory Board members may be granted an extra allowance for each meeting that involves intercontinental travel, given the additional time commitment.

### **Remuneration in special circumstances**

The Supervisory Board may, upon recommendation of the Remuneration Committee, grant additional remuneration in special circumstances. This may concern granting increased Supervisory Board and/or Committee fees, depending on the character of the circumstances, for instance in case of a significant increase in time investment<sup>1</sup> by its members. The additional annual remuneration per member will be capped at one time the amount of the annual Supervisory Board membership fee payable to such member.

### **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 may be granted a fixed net cost allowance covering certain pre-defined out-of-pocket expenses.

### **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 are 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.

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<sup>1</sup> The Supervisory Board considers an increase of at least 25% a significant increase in time investment.