

Remuneration Policy 2024

Introduction

This document sets out the remuneration policy ('Remuneration Policy') for BE Semiconductor Industries N.V. ('Besi' or the 'Company'). The Remuneration Policy has been adopted by the shareholders at the Annual General Meeting of Shareholders on April 26, 2023 (the "General Meeting").

The Remuneration Policy applies to the members of the Board of Management and the members of the Supervisory Board and has been prepared in accordance with article 2:135a of the Dutch Civil Code (the "DCC") and the best practice provisions of the Dutch Corporate Governance Code. In accordance with Dutch Law, the Remuneration Policy will be submitted for approval to the General Meeting at least every four years as well as each time there is a revision to the Remuneration Policy. If adopted, the proposed Remuneration Policy replaces the current Remuneration Policy 2020-2023 and will apply prospectively for the four consecutive financial years starting January 1, 2024.

Besi's Remuneration Policy seeks to achieve three broad goals:

1. The Company's remuneration programs are structured to enable Besi to attract, motivate and retain highly qualified executives with the relevant background, skills, experience and capabilities to achieve its strategic business objectives in an increasingly competitive global market.
2. The Company's remuneration programs are designed to reward members of the Board of Management for their achievement of specified business, financial and ESG objectives. They are therefore linked to and dependent on the execution of the Company's strategy in a socially responsible and sustainable manner. By linking variable remuneration to specific financial and non-financial goals that reflect the Company's strategic business objectives, the Company believes that it creates a performance-oriented environment for eligible executives and aligns their interests with those of internal and external stakeholders and the Company's commitment to make a sustainable contribution to society. In designing the Remuneration Policy, the Company considers stakeholder interests and feedback, specific market trends, industry developments and the views of society.
3. The Company's remuneration programs are intended to provide members of the Board of Management with a significant equity interest in the Company, linking executive remuneration with the long-term performance of Besi's ordinary shares, strategy and financial performance.

In addition to these three broad goals, the Remuneration Policy operates within the framework of the Company's Code of Conduct which defines the common values inspired by the Company's vision and purpose.

The Supervisory Board regularly (i) reviews Besi's business objectives, (ii) undertakes risk assessments, (iii) assesses Besi's overall performance with respect to its business objectives, (iv) undertakes scenario analyses of the possible outcomes of the variable remuneration elements and how those may affect total remuneration and (v) considers the performance of individual members of the Board of Management compared to their own specific business objectives. Furthermore, the Remuneration Committee obtains the views of the individual members of the Board of Management with respect to the level and structure of remuneration.

Remuneration Principles

The design of the Remuneration Policy applicable to the members of the Board of Management is based on five guiding principles as outlined below:

Alignment with strategy

The variable remuneration of the members of the Board of Management is structured with Short-Term and Long-Term Incentives for which the actual payout is directly linked to the realization of financial and non-financial performance objectives set by the Supervisory Board prior to the start of the relevant performance period. These performance objectives reflect the essential elements of the Company's strategy and business objectives.

Performance-oriented pay

The Remuneration Policy supports a performance-oriented pay principle for the Board of Management and minimizes inappropriate risk-taking behavior. The Short-Term and Long-Term Incentives are subject to claw-back provisions that provide the Supervisory Board with the authority to reclaim all or part of the Short-Term and Long-Term Incentives.

Competitive pay

Besi competes for qualified talent in a highly competitive global market. The competitiveness of the Remuneration Policy is benchmarked regularly against a balanced Remuneration Reference Group consisting of global semiconductor and semiconductor equipment companies with a majority of the companies being headquartered in Europe. This reference group is used to determine the total remuneration package for members of the Board of Management. Market capitalization is considered the most relevant comparison parameter when selecting and benchmarking against other companies since Besi's continuous focus on value creation is an integral element of its strategy and is considered more relevant than other size parameters. Finally, the Remuneration Reference Group composition should be sufficiently robust so as to aid in succession planning.

Consistency, transparency and disclosure

The remuneration structure of the Board of Management is consistent with the remuneration structure for senior management positions so as to ensure internal alignment and to support a shared purpose. It also ensures that any succession planning can be enforced. Extensive disclosures will be provided in the annual Remuneration Report as to how the Remuneration Policy is implemented including:

- Full disclosure of the peer group used for benchmarking purposes;
- Transparency as to the term as well as the performance measures and weights used in the Short-Term and Long-Term Incentives;
- The retrospective disclosure of the targets and actual outcome for each performance objective in the Short-Term and Long-Term Incentives.

Alignment with stakeholder interests

As indicated in the preparation of, and as discussed during and following previous annual general meetings, the views of shareholders as expressed during the AGM or in dialogue with investors and shareholder representative bodies are considered by the Remuneration Committee when preparing and operating the Remuneration Policy.

The Remuneration Policy aligns the strategic business objectives of Besi with the interests and views of the Company's stakeholders and society at large. We also commit to transparency and a high degree of integrity when interacting with a broad list of stakeholders who have a strong interest in the Company, including employees, customers, suppliers, business partners and shareholders.

Stakeholders encourage us to constantly improve by challenging us, sharing insights with us as to their concerns and offering feedback and collaboration. We engage with them in both formal and informal ways throughout the year on a wide range of topics including societal, economic and environmental aspects and consider any feedback provided.

Overview Remuneration Elements

Remuneration structure

The total remuneration package for members of the Board of Management is established on an annual basis by the Supervisory Board upon proposal of its Remuneration Committee and consists of four components based on the goals set forth below:

1. Annual base salary
2. Short-Term Incentive (annual performance-based bonus, paid in cash and shares)
3. Long-Term Incentive (annual conditional award of Performance Shares)
4. Retirement and other benefits

The above components are regularly compared against a balanced Remuneration Reference Group of companies selected based on their industry, size and geographical presence to determine the total remuneration package for members of the Board of Management. Besi aims to position total target direct compensation between the median and 75th percentile of its Reference Group.

Set forth below is the composition of the Remuneration Reference Group. The Supervisory Board will regularly review the composition of the Reference Group to ensure an appropriate composition in the context of a dynamic and competitive semiconductor industry and may be adjusted over time. Substantial changes to the peer group composition will require approval at a General Meeting of shareholders and will be disclosed in the annual Remuneration Report.

Company Name	Country of HQ	GICS Subindustry category
Aixtron SE	Germany	Semiconductor Equipment
ams Osram AG	Austria	Semiconductors
ASM International N.V.	Netherlands	Semiconductor Equipment
Elmos Semiconductor SE	Germany	Semiconductors
Entegris, Inc.	US	Semiconductor Equipment
FormFactor, Inc.	US	Semiconductor Equipment
KLA Corporation	US	Semiconductor Equipment
Kulicke and Soffa Industries, Inc.	Singapore	Semiconductor Equipment
NXP Semiconductors N.V.	Netherlands	Semiconductors
Siltronic AG	Germany	Semiconductor Equipment
SMA Solar Technology AG	Germany	Semiconductor Equipment
Soitec SA	France	Semiconductor Equipment
STMicroelectronics N.V.	Switzerland	Semiconductors
SUESS MicroTec SE	Germany	Semiconductor Equipment
Teradyne, Inc.	US	Semiconductor Equipment

When determining compensation for the members of our Board of Management also the terms and conditions of employment and internal and external pay ratios are taken into consideration.

1. Annual Base Salary

Each year, the Supervisory Board reviews the fixed annual base salaries of members of the Board of Management and considers adjustments related thereto. The Supervisory Board may consider various factors when determining any changes to base salaries including (i) the development of base salaries for Besi employees globally, (ii) benchmark data using the Remuneration Reference Group, (iii) business performance, (iv) role, (v) scope, (vi) market practice in relevant countries, (vii) historical salary levels and (viii) the experience and individual contribution of members of the Board of Management. The base salary is set by the Supervisory Board between the median and the 90th percentile of the Reference Group. The actual base salary and any annual increases will be reported in the annual Remuneration Report.

2. Short-Term Incentive (annual cash bonus)

The annual bonus opportunity is linked to the achievement of pre-determined performance conditions based on financial and non-financial criteria as determined by the Supervisory Board and closely aligned to Besi's business strategy and long-term value creation. Performance measures are based on a pre-defined list against which targets are set by the Supervisory Board on an annual basis. The composition of the STI will consist of financial measures (70%) and non-financial measures (30%). Financial measures will be linked to the overachievement of Net Margin, Return on Average Equity ('ROAE') and Cash flow from Operations/Revenue metrics. Non-financial measures will include ESG, operational, strategic, customer and/or leadership measures.

The total Target STI level is set at 300% of base salary of which 1/3rd will be cash-based and 2/3rd will be share-based. As such, the target for the cash-based STI will equal 100% of base salary with a maximum equal to 150% of the target. For the share-based component, the target will be set at 200% of base salary with a maximum equal to 175% of the target. The share-based STI will be converted in Besi shares following the assessment of the Supervisory Board on the STI targets achieved and is subject to a five-year holding period to further ensure long-term shareholder alignment and value creation. However, members of the Board of Management are allowed to sell sufficient shares to cover their income tax liability following the vesting and transfer of share-based STI.

Details of performance measures for each year and how they support the achievement of Besi's business strategy will be disclosed in the annual Remuneration report. After the end of each fiscal year, the Supervisory Board will review the performance of the Board of Management and determine the extent to which each of the targets has been achieved in arriving at the final payout level. STI targets will be disclosed in the annual Remuneration Report in consideration of shareholder transparency.

3. Long-Term Incentive (annual conditional award of Performance Shares)

The Long-Term Incentive consists of a conditional award of Performance Shares. The award represents a conditional right to receive a certain number of Besi shares depending on the achievement of pre-determined financial and market performance objectives set by the Supervisory Board as described below measured over a three-year performance period and subject to continued service.

- 50% - *Net Income/Revenue over three calendar years*, i.e. Net Income expressed as a percentage of Revenue over a three-year performance period. Net Income/Revenue is considered a key measure for creating sustainable long-term shareholder value and therefore linked to Besi's long-term strategy.
- 50% - *Relative Total Shareholder Return ('TSR')*. The development of Besi's share price including the reinvestment of dividends over a three-year performance period will be compared to a comparator group of 21 semiconductor equipment companies whereby three month share price averaging will be applied at the start and at the end of the TSR performance period. The TSR over the three-year performance period is considered a key measure for indicating the development of shareholder value of Besi's TSR relative to its comparators in the semiconductor equipment industry and is an appropriate performance measure to align the interests of members of the Board of Management with those of shareholders. The composition of the comparator group will be reviewed annually by the Supervisory Board and, if required, will be adjusted in case of delisting, change of control or in light of changes to the performance, size and market value, among other considerations, of the companies involved which could affect comparability. Adjustments to the comparator group, including replacements, will be based on predetermined internal guidelines. The TSR comparator group currently consists of the following companies:

TSR comparator group (excluding Besi)

Aixtron SE	Disco Corporation	Nova Ltd.
Applied Materials, Inc.	Entegris, Inc.	Onto Innovation Inc.
ASM International N.V.	Formfactor Inc.	SÜSS MicroTec SE
ASML Holding N.V.	Jenoptik AG	Teradyne Inc.
ASM Pacific Technology Ltd.	Kulicke & Soffa Industries, Inc.	Tokyo Electron Ltd.
Axcelis Technologies, Inc.	Lam Research Corporation	Tokyo Seimitsu Co., Ltd.
Cohu, Inc.	Nanometrics, Inc.	Veeco Instruments, Inc.

Award of Performance Shares

The number of Performance Shares to be awarded annually will be determined by the Supervisory Board based on the target level equaling 200% of the individual's gross annual base salary and is calculated based on the average closing price of the Besi shares of all trading days in the calendar quarter immediately preceding the start of the relevant three-year performance period.

Vesting

The number of shares that become unconditional (i.e. number of shares vesting) will be determined at the end of a three-year performance period subject to Besi's actual performance during such performance period. Vested shares will be subject to a two-year holding period which means that members of the Board of Management will have to retain such shares for two years following the vesting date. However, members of the Board of Management are allowed to sell sufficient shares to cover their income tax liability following the vesting and transfer of the Performance Shares.

The actual number of Performance Shares which will vest at the end of the three-year performance period will be determined according to the following grid:

Long-Term Incentive: NIR Performance versus vesting	At minimum	At target performance	At maximum stretched performance)
as % of the number of Performance Shares awarded			
Net Income as % of Revenue	0%	100%	200%

The number of Performance Shares that will vest according to Besi's TSR performance is based on the actual absolute ranking of Besi within the comparator group and will vest in a range between 0% and 200% of the total number of Performance Shares awarded to the individual. Vesting is determined based on the following schedule whereby straight-line vesting percentages are applied for ranking levels between the median range and the Top 3 level:

Ranking of Besi in comparator group based on relative TSR during performance period versus pay-out	Vesting percentage Performance Shares
Rank 22 - Rank 12	0%
Rank 11 (median range)	75%
Rank 10-4	75-200% (linear interpolation)
Top 3	200%

Claw back, malus and adjustment to Short- or Long-Term Incentives

The Short-Term Incentive and Long-Term Incentive components for members of the Board of Management as described above are subject to clawback provisions. In addition, risk assessment tests are in place and measures are included in the variable remuneration documentation for members of the Board of Management to ensure that shareholders' interests are protected. In this respect, the Supervisory Board holds the discretionary authority to reclaim all or part of the Short-Term Incentive and Long-Term Incentive if such variable remuneration has been made based on incorrect financial data or other data or in the case of fraud, gross negligence, willful misconduct or any activity deemed detrimental to the Company. This clawback provision is applicable to both the vested and unvested part of Long-Term Incentive components as well as deferred Short-Term Incentives awards (malus).

Number of shares available

The aggregate total number of Shares available for awards to be made by Besi shall not exceed 1.5% of the total number of outstanding shares as of 31 December of the year prior to the year in which the Shares are awarded

Share ownership requirement

A minimum shareholding requirement for the members of the Board of Management will apply equal to 300% of the annual base salary for the Chair of the Board of Management and 200% of the annual base salary for other members. Newly appointed members of the Board of Management will have a period of three years from their date of appointment to satisfy the minimum shareholding requirement.

Retirement and other benefits

The pensions and other benefits for which the Board of Management members are eligible are intended to be competitive in their relevant local market and may be subject to change based on the evolution of best practices in such local markets. Members of the Board of Management are eligible for benefits such as health insurance, accident insurance, travel insurance, expense allowance and a company car. Additional benefits and allowances may be offered in case of relocation or international assignment such as relocation support, expatriation allowance, reimbursement for international schools, housing support and other benefits which reflect local market practice. Retirement arrangements reflect relevant local market practice. Members of the Board of Management participate in the applicable retirement benefit plans available in the country of employment or equivalent contributions consistent with the best practices of the local market in which the member resides.

Further information regarding the benefits and retirement arrangements for members of the Board of Management are disclosed in the annual Remuneration Report.

Loans

As a policy, the Company does not provide loans, guarantees or advance payments to members of the Board of Management.

Employment contracts/service contracts

Service contracts with any new member of the Board of Management will in principle be entered into for a period of four years. Existing employment contracts for an indefinite period of time will not be replaced by contracts with a limited period or by contracts with different conditions.

Severance payment

The remuneration paid to members of the Board of Management in the event of dismissal may not exceed the individual's gross annual base salary (fixed component). The Notice periods are set at 12 months if the termination of the agreement is initiated by Besi and at 6 months if the member of the Board of Management terminates the agreement.

Recruitment policy

When determining remuneration for a new member of the Board of Management, the Supervisory Board will consider the requirements of the role, the needs of the business, the relevant skills and experience of the individual and relevant external market conditions. Generally, the Supervisory Board will seek to align the new Board of Management member's remuneration package in accordance with the Remuneration Policy.

Procedures

Determination and execution

The Remuneration Committee is responsible for advising the Supervisory Board in determining, revising and executing the Remuneration Policy for both the Board of Management and the Supervisory Board. The Remuneration Committee actively monitors internal and external developments to determine whether the Remuneration Policy is still aligned with, and supportive of, the Company's strategic and business objectives. It may submit a proposal for the amendment of the Remuneration Policy to the Supervisory Board if the Remuneration Committee believes circumstances so require. If supported by the Supervisory Board, any and all proposals for amendment of the Remuneration Policy will be presented to the General Meeting for adoption.

The Supervisory Board may exercise discretion in the execution of the Remuneration Policy and the related Incentive Plans within the Remuneration Policy for the Board of Management including but not limited to:

- Adjustment of the Base Salary for members of the Board of Management,
- Update of the Remuneration Reference Group and the TSR peer group in case of de-listings, mergers or other extraordinary circumstances,
- Adjustment, positive or negative, of the performance metrics of the incentive plans in the event of unforeseen or unusual circumstances which may occur during the performance period.

The Supervisory Board may at its discretion in accordance with article 2:135a under 4 and 5 of the Dutch Civil Code, in exceptional circumstances only, decide to temporarily deviate from any provision of the Remuneration Policy. Exceptional circumstances only cover situations in which the deviation from the Remuneration Policy is necessary to ensure the long-term interests and sustainability of the Company as a whole or to assure its viability in a rapidly changing business environment. Such situations may include a change of control of the Company, hiring offers for new members of the Board of Management or an appointment following a corporate transaction (e.g. merger or acquisition). In such circumstances, a temporary deviation from the Remuneration Policy is permitted. The Supervisory Board will address any such deviation during a General Meeting immediately following the occurrence of such exceptional circumstance.

Risk assessment and compliance

A comprehensive analysis contemplating the various risks and scenarios associated with variable compensation elements is conducted regularly. Such analysis includes the calculation of remuneration under different scenarios whereby different performance assumptions are reviewed and considered. The design and implementation of the Remuneration Policy is compliant with applicable laws and corporate governance regulations. Decisions related to remuneration are made in accordance with the Company's Code of Conduct.

Remuneration Policy 2024 Supervisory Board

This policy aims to attract, retain and fairly compensate Supervisory Board members based on their background, skills, experience and the responsibilities of their role.

The compensation of Supervisory Board members is based on fixed amounts paid in cash in accordance with their roles and responsibilities. The members of the Supervisory Board are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution. This compensation structure is designed to ensure the independence of the members of the Supervisory Board and the effectiveness of the role of the Supervisory Board from a corporate governance perspective.

Fixed compensation – Supervisory Board and committee fees

Supervisory Board members are entitled to the following annual fees:

Annual fee per function in the Supervisory Board	Fixed annual fee
Chair	EUR 79,200
Member and Chair of a committee	EUR 66,000
Member including committee membership	EUR 62,700

Furthermore, an intercontinental travel allowance of EUR 6,000 is granted for physical attendance at a minimum of three meetings. No other additional meeting attendance fees are provided.

Supervisory Board compensation is regularly assessed by comparing fixed compensation levels against a benchmark of AEX and AMX companies listed on Euronext Amsterdam selected based on their comparable size and market capitalization. The Supervisory Board will present any proposed changes to their fees or compensation elements to the AGM for their approval.

Appointment

Members of the Supervisory Board are appointed for a maximum term of four years and shall thereafter be eligible for re-appointment for another term of four years. Thereafter, they may be reappointed for a term of two years which appointment may be extended by an additional two years. In all such cases, formal appointment is subject to the approval of the AGM.

Loans

As a policy, the Company does not provide its Supervisory Board members any personal loans, guarantees or advance payments.