



## **BE Semiconductor Industries N.V.**

Convocation notice for the Annual General Meeting of Shareholders (the “AGM”) of  
BE Semiconductor Industries N.V. (“Besic” or the “Company”),  
to be held virtually on Friday April 30, 2021 at 10.00 a.m.

### **Agenda**

The agenda for the AGM contains the following items:

1. Opening

**Financial year 2020**

2. Consideration of the Annual Report 2020 (discussion)
3. Advisory vote on the Remuneration Report 2020 (vote)
4. Consideration and adoption of the annual accounts 2020 (vote)
5. Dividend
  - a. Reservation and dividend policy (discussion)
  - b. Declaration of dividend (vote)
6. Discharge
  - a. Discharge of the member of the Board of Management for his responsibilities (vote)
  - b. Discharge of the Supervisory Board members for their responsibilities (vote)

**Remuneration**

7. Amendments to the Remuneration Policy 2020-2023 (vote)

**Composition Supervisory Board**

8. Appointment of Supervisory Board members
  - a. Appointment of Ms Laura Oliphant as Supervisory Board member (vote)
  - b. Appointment of Ms Elke Eckstein as Supervisory Board member (vote)

**Authorizations**

9. Authorization of the Board of Management to (i) issue ordinary shares and grant rights to subscribe for ordinary shares and to (ii) exclude or restrict pre-emptive rights in relation to ordinary shares and rights to subscribe for ordinary shares (vote)
10. Authorization of the Board of Management to acquire ordinary shares (vote)
11. Reduction of the Company’s issued share capital by cancellation of ordinary shares (vote)
12. Amendments to the Company’s articles of association (vote)
13. Any other business
14. Closing



The agenda for the AGM with explanatory notes, the Annual Report 2020, the Remuneration Report 2020, the proposed amendments to the Remuneration Policy 2020-2023, the information with respect to the Supervisory Board members to be appointed required to be submitted under Section 2:142(3) of the Dutch Civil Code and the proposed amendments to the Company's articles of association are available on the Company's website: [www.besi.com](http://www.besi.com). They are also available for inspection at the Company's offices, Ratio 6, 6921 RW Duiven, the Netherlands, tel. (+31) 26 3194500, email: [info@besi.com](mailto:info@besi.com), and at the offices of ABN AMRO Bank N.V. ("ABN AMRO"), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com). Upon request, they will be distributed free of charge to the Company's shareholders and others entitled to attend the meeting.

### **COVID-19 (Coronavirus)**

Due to the continued impact of the Coronavirus pandemic, and on the basis of the Dutch Temporary Act COVID-19 Justice and Safety, the AGM will take place virtually. This means that the Company's shareholders and others entitled to attend the meeting will not have the option to attend the AGM in person. The Company's shareholders and others entitled to attend the meeting will only be able to attend the AGM via a live audio webcast and to exercise their voting rights via proxy, such in accordance with the proxies and voting instructions set out below. Furthermore, the Company's shareholders and others entitled to attend the meeting will have the opportunity to submit questions relating to the agenda items of this AGM by sending an e-mail to [info@besi.com](mailto:info@besi.com) no later than on Tuesday April 27, 2021 at 5.00 p.m. Beside's aim is to answer all questions so submitted at the latest during the AGM. During the AGM, the Company's shareholders and others entitled to attend the meeting will also have the opportunity to ask questions.

### **Registration**

For the AGM the persons who will be considered as entitled to vote and/or attend the meeting are those persons who on Friday April 2, 2021 (the "Registration Date"), after all entries and deletions as at that date have been processed, are registered as such in the (sub)registers designated by the Board of Management and who have followed the registration procedure set out below. The designated (sub)registers are the records as at the Registration Date of the intermediaries as defined in the Dutch Giro Securities Transfer Act (*Wet giraal effectenverkeer*) (the "Intermediaries"). For holders of shares not administered via an Intermediary, the designated (sub)register is the Company's register of shareholders.

### **Registration procedure**

Holders of shares administered via an Intermediary, who wish to attend the AGM via the live audio webcast and/or to exercise their voting rights via proxy, should register themselves via an Intermediary or with ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than on Friday April 23, 2021 at 5.00 p.m. The Intermediaries must, no later than on Monday April 26, 2021 at 1.00 p.m., present an electronic statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) identifying the number of shares held by the relevant shareholder on the Registration Date and presented for registration. With the registration, the Intermediaries are requested to include the full address details of the relevant ultimate shareholders in order to be able to verify the shareholding on the Registration Date in an efficient manner. ABN AMRO will send to these shareholders, via their respective Intermediary, a proof of registration.

Holders of shares not administered via an Intermediary, who wish to attend the AGM via live audio webcast and/or to exercise their voting rights via proxy, should apply in writing to the Board of Management no later than on Friday April 23, 2021 at 5.00 p.m.

Holders of shares who wish to attend the AGM via the live audio webcast are requested to inform Beside accordingly by sending an e-mail to [info@besi.com](mailto:info@besi.com) no later than Tuesday April 27, 2021 at 5.00 p.m.



### **Proxies and voting instructions**

Voting rights may only be exercised by a person holding a written or electronic proxy. Shareholders wishing to make use of such proxy should register their shares in accordance with the registration procedure set out above.

A proxy with voting instructions can be issued electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to Dirk-Jan Smit, civil law notary at Freshfields Bruckhaus Deringer LLP, Amsterdam (or any deputy or associated civil law notary selected by him) no later than on Friday April 23, 2021 before 5.00 p.m.

If a shareholder is unable to issue a proxy with voting instructions electronically, a proxy with voting instructions can alternatively be issued in writing. Proxy forms are available free of charge at the Company's offices (tel. (+31) 26 3194500 or email: [info@besi.com](mailto:info@besi.com)), via ABN AMRO (email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)) and at [www.besi.com](http://www.besi.com). The completed proxy form (including the voting instructions, if any), to be sent by the shareholder, must be received no later than on Friday April 23, 2021 before 5.00 p.m. by Dirk-Jan Smit, civil law notary at Freshfields Bruckhaus Deringer LLP, Amsterdam at the address: Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, or e-mail: [jacqueline.sturk@freshfields.com](mailto:jacqueline.sturk@freshfields.com). The proxy holder will be required to submit the proof of registration and a copy of the proxy form.

The Board of Management

March 19, 2021