



BE Semiconductor Industries N.V.

Convocation notice for the Annual General Meeting of Shareholders (the “AGM”) of
BE Semiconductor Industries N.V. (“Beside” or the “Company”),
to be held on **Wednesday April 23, 2025** at 10.30 a.m.
at the offices of the Company, Ratio 6, Duiven, the Netherlands

Agenda

The agenda for the AGM contains the following items:

1. Opening

Financial year 2024

2. Consideration of the Annual Report 2024
 - a. Consideration of report of the Board of Management 2024 (discussion)
 - b. Consideration compliance Corporate Governance Code (discussion)
3. Consideration and adoption of the annual accounts 2024 (vote)
4. Dividend
 - a. Reservation and dividend policy (discussion)
 - b. Declaration of dividend (vote)
5. 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

6. Advisory vote on the Remuneration Report 2024 (advisory vote)

Composition Supervisory Board

7. Reappointment of Supervisory Board members
 - a. Reappointment of Ms Elke Eckstein as Supervisory Board member (vote)
 - b. Reappointment of Dr Laura Oliphant as Supervisory Board member (vote)

Authorizations

8. Authorization of the Board of Management:
 - a. to issue ordinary shares and grant rights to subscribe for ordinary shares, and (vote)
 - b. to exclude or restrict pre-emptive rights in relation to ordinary shares and rights to subscribe for ordinary shares (vote)
9. Authorization of the Board of Management to acquire ordinary shares (vote)
10. Reduction of the Company's issued share capital by cancellation of ordinary shares (vote)

Other

11. Appointment of the external auditor to carry out the assurance of the Company's sustainability reporting for the financial year 2025 (vote)
12. Any other business
13. Closing



The agenda for the AGM with explanatory notes, the Annual Report 2024, the Remuneration Report 2024 and the information with respect to the Supervisory Board members to be reappointed required to be submitted under Section 2:142(3) of the Dutch Civil Code are available on the Company's website: 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, and via ABN AMRO Bank N.V. ("ABN AMRO") by email: 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. All meeting documents are deemed to form part of this convocation.

Registration

For the AGM the persons who will be considered as entitled to vote and/or attend the meeting are those persons who on Wednesday March 26, 2025 (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 in person or to exercise their voting rights via proxy, should register themselves via an Intermediary or with ABN AMRO via www.abnamro.com/evoting no later than on Wednesday April 16, 2025 at 5.00 p.m. The Intermediaries must, no later than on Thursday April 17, 2025 at 1.00 p.m., present an electronic statement to ABN AMRO via 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 which will serve as an admission ticket to the AGM and should be brought to the AGM in order to gain admission in person.

Holders of shares not administered via an Intermediary, who wish to attend the AGM in person or to exercise their voting rights via proxy, should apply in writing to the Board of Management no later than on Wednesday April 16, 2025 at 5.00 p.m.

Proxies and voting instructions

Voting rights may, insofar the person entitled to vote is not present in person, 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 to Manon Cremers, civil law notary at Stibbe N.V., Amsterdam (and/or her legal substitute and/or each civil-law notary of Stibbe) no later than on Wednesday April 16, 2025 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), via ABN AMRO (email: ava@nl.abnamro.com) and at 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 Wednesday April 16, 2025 before 5.00 p.m. by Manon Cremers, civil law notary at Stibbe N.V., Amsterdam at the address: Beethovenplein 10, 1077 WM Amsterdam, the Netherlands, or e-mail: manon.cremers@stibbe.com.

The proxy holder will be required to submit the proof of registration, a copy of the proxy form and identification before the AGM.

Admission on the day of the AGM

Admission will take place at the registration desk at the venue of the AGM between 09:45 a.m. and 10:15 a.m., with 10:30 a.m. being the start of the General Meeting on April 23, 2025.

It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the meeting and are therefore requested to bring a valid identity document. Access may be declined in case no proof of registration or identification can be provided.

The Board of Management

March 12, 2025