



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 on Wednesday April 26, 2023 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 2022

2. Consideration of the Annual Report 2022 (discussion)

3. Consideration and adoption of the annual accounts 2022 (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 2022 (advisory vote)

7. Remuneration Policy 2024 (vote)

Composition Supervisory Board

8. Appointment of Mr Richard Norbruis 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)

Other

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 2022, the Remuneration Report 2022, the proposed Remuneration Policy 2024, the information with respect to the Supervisory Board member 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. 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.

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 29, 2023 (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 19, 2023 at 5.00 p.m. The Intermediaries must, no later than on Thursday April 20, 2023 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.

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 19, 2023 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 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 Wednesday April 19, 2023 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 19, 2023 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.

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

The Board of Management

March 15, 2023