



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 Friday April 29, 2022 at 10.30 a.m.
at the offices of the Company, Ratio 6, Duiven, the Netherlands
(also to be viewed online by webcast)

Agenda

The agenda for the AGM contains the following items:

1. Opening

Financial year 2021

2. Consideration of the Annual Report 2021 (discussion)

3. Advisory vote on the Remuneration Report 2021 (vote)

4. Consideration and adoption of the annual accounts 2021 (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)

Composition Supervisory Board

7. Reappointment of Supervisory Board members

a. Reappointment of Mr Carlo Bozotti as Supervisory Board member (vote)

b. Reappointment of Mr Niek Hoek as Supervisory Board member (vote)

Authorizations

8. 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)

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 for the financial years 2022-2025 (vote)

12. Any other business

13. Closing



The agenda for the AGM with explanatory notes, the Annual Report 2021, the Remuneration Report 2021, 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 at the offices of ABN AMRO Bank N.V. ("ABN AMRO"), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, 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.

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 hybrid. This means that the Company's shareholders and others entitled to attend the meeting will have the option to attend the AGM in person or virtually. The Company's shareholders and others entitled to attend the meeting will be able to attend the AGM in person or follow via a live webcast and to exercise their voting rights via proxy or at the meeting, such in accordance with the proxies and voting instructions set out below. Furthermore, the Company's shareholders and others entitled to attend the meeting, who have registered for the AGM in the manner set out below, will have the opportunity to submit questions relating to the agenda items of this AGM by sending an e-mail to info@besi.com no later than on Tuesday April 26, 2022 at 5.00 p.m. Besi'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 in person.

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 1, 2022 (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 by following the live 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 no later than on Friday April 22, 2022 at 5.00 p.m. The Intermediaries must, no later than on Monday April 25, 2022 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 by following the live 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 22, 2022 at 5.00 p.m.

Holders of shares who wish to attend the AGM by following the live webcast are requested to inform Besi accordingly by sending an e-mail to info@besi.com no later than Tuesday April 26, 2022 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 Friday April 22, 2022 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 Friday April 22, 2022 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 18, 2022