



Nomination Committee Terms of Reference

October 23, 2024



Nomination Committee

Terms of Reference BE Semiconductor Industries N.V.

General

These terms of reference have been drawn up by the Supervisory Board in accordance with the Dutch Corporate Governance Code, Besi's articles of association and Dutch law. These terms of reference indicate the Nomination Committee's role and responsibilities, its composition and the manner in which the Nomination Committee discharges its duties.

Definitions

The words and expressions used in these terms of reference have the following meaning:

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| "Besì" | BE Semiconductor Industries N.V.; |
| "Board of Management" | Besi's board of management; |
| "Nomination Committee" | the nomination committee of the Supervisory Board; |
| "Regulations Supervisory Board" | the regulations for the Supervisory Board; |
| "Supervisory Board" | Besi's supervisory board. |

1. Duties and responsibilities

1.1 The Nomination Committee shall prepare, within its duties, the Supervisory Board's decision-making regarding the appointment, retirement and succession of members of the Board of Management and of the Supervisory Board. In addition, the Nomination Committee shall report to the Supervisory Board on its deliberations and findings in this respect. The foregoing does not affect the responsibility of the Supervisory Board as corporate body of Besi and of the individual Supervisory Board members for obtaining information and forming an independent opinion.

Selection, nomination and appointment

- 1.2 With respect to the selection, nomination and appointment procedures, the Nomination Committee shall in any event focus on:
- (a) drawing up selection criteria and appointment procedures for the Board of Management and Supervisory Board members;
 - (b) periodically assessing the size and composition of the Board of Management and the Supervisory Board, and making a proposal for a composition profile of the Supervisory Board;



- (c) periodically assessing the functioning of individual members of the Board of Management and Supervisory Board members, and reporting on this to the Supervisory Board;
- (d) drawing up a plan for the succession of members of the Board of Management and Supervisory Board members;
- (e) making proposals for appointments and reappointments;
- (f) supervising the policy of the Board of Management regarding the selection criteria and appointment procedures for senior management; and
- (g) in the context of its duties, take into account Besi's environmental, social, and governance commitments and policies.

Other

- 1.3 The Nomination Committee shall prepare a report for the Supervisory Board of its deliberations and findings and how its duties were carried out in the financial year. In addition, the report shall include the composition of the Nomination Committee, the number of Nomination Committee meetings and the main items discussed at such meetings.
- 1.4 The Nomination Committee shall review the corporate governance principles applicable to Besi at least once a year as well as these terms of reference and shall recommend any necessary changes to the Supervisory Board.

2. Composition and chairperson

- 2.1 The Nomination Committee shall be composed of Supervisory Board members. The Nomination Committee must have at least three members. More than half of the Nomination Committee members shall be considered independent within the meaning of provision 2.2 of the Regulations Supervisory Board.
- 2.2 The Nomination Committee members shall be appointed by the Supervisory Board at its annual organizational meeting and shall serve until their successors have been duly appointed or until their earlier resignation or removal. The Supervisory Board may remove Nomination Committee members from the Nomination Committee with or without cause.
- 2.3 The Nomination Committee shall appoint a chairperson from among its members.
- 2.4 The chairperson of the Nomination Committee determines the agenda, chairs the Nomination Committee meetings and actively stimulates the proper functioning of the Nomination Committee.
- 2.5 The chairperson of the Nomination Committee shall maintain close and frequent contact with the chairperson of the Supervisory Board and shall inform other Nomination Committee members regularly and accurately of these contacts.



3. Meetings

- 3.1 The Nomination Committee shall meet as often as it considers necessary. The chairperson of the Nomination Committee or, in his/her absence, any other Nomination Committee member shall keep minutes of the meetings which shall in principle be adopted at the following Nomination Committee meeting.
- 3.2 A Nomination Committee meeting is convened by the chairperson of the Nomination Committee. The notice therefor shall contain the meeting's agenda and shall be issued by letter, telex, telegram, fax or e-mail or verbally.
- 3.3 The chairperson of the Nomination Committee shall make every effort to ensure that there is sufficient time between the notice and the date of the Nomination Committee meeting.

4. Miscellaneous

- 4.1 Provisions 13 and 14 of the Regulations Supervisory Board shall apply mutatis mutandis to these terms of reference and are incorporated herein by reference.