

The ASML logo is positioned in the top right corner of the image. It consists of the letters 'ASML' in a bold, white, sans-serif font. The background of the entire image is a photograph of a man and a woman in a modern office setting, standing by a window and talking. The man is on the left, wearing a light blue button-down shirt and jeans, leaning on a white ledge. The woman is on the right, wearing a pink long-sleeved top and a black skirt, holding a white coffee cup. The office has large windows and a clean, minimalist aesthetic.

**ASML**

**Strategic  
focus  
with**

# **transparency**

Remuneration Report 2024

# Remuneration report disclaimer

This remuneration report comprises information within the meaning of articles 2:135b Dutch Civil Code and Section 3.4.1 of the Dutch Corporate Governance Code.

This remuneration report is also published as part of ASML's Annual Report 2024. We have extensive guidelines for the lay-out and the content of our reports. These guidelines are primarily based on applicable laws and regulations. With respect to the preparation process of this remuneration report, we follow the requirements of Dutch law and regulations, and apply internal procedures to safeguard the completeness and accuracy of such information as part of its disclosure controls and procedures.

A definition or explanation of abbreviations, technical terms and other terms used throughout this remuneration report that require explanation can be found in the definitions section of the Annual Report 2024. In some cases, numbers have been rounded for readers' convenience.

# Message from the Chair of the Remuneration Committee

Terri Kelly

**2024 was another year of steady evolution. Our Remuneration Committee worked hard to ensure that ASML's remuneration policies remained competitive and aligned with company strategy, while also taking into consideration the views and priorities of stakeholders.**

Dear Stakeholder,

On behalf of the Remuneration Committee, I am pleased to present the 2024 Remuneration Report, which outlines how the remuneration policies for the Board of Management and the Supervisory Board were applied during the year and explain the factors we considered while doing so.

## A long-term perspective

Just as ASML's focus is on the long term, so is the focus of our Remuneration Committee. We work closely with the Board of Management, the Works Council and other key stakeholders to ensure that our remuneration policies are competitive, aligned with ASML's strategy and take into consideration the views and priorities of stakeholders, while respecting the societal context within which we operate.

ASML's values of challenge, collaborate and care sit front and center in everything that the Remuneration Committee does. We challenge ourselves about all aspects of remuneration and collaborate with colleagues within ASML as well as external experts and advisers. Our aim is to arrive at fair and balanced decisions that drive long-term performance.

## 2024 performance

In 2024, ASML performed very well on the metrics that are part of the Board of Management's incentive plans. For the short-term incentive (STI), performance was between target and stretch for all performance measures – EBIT Margin %, Customer Orientation and Technology Leadership Index – resulting in an overall pay-out of 136.1% of target. For the long-term incentive (LTI) 2022–2024 series, ASML exceeded target on most the performance metrics – Relative Total Shareholder Return (rTSR), Cash Conversion Rate, Technology Leadership Index and ESG. The overall LTI result is a vesting of 132.3% of target.

## Key workstreams

Our core objective is to ensure that ASML continues to be able to attract and retain the talent it needs to thrive. During 2024, we focused on a number of areas in order to ensure that the Remuneration Policy for the Board of Management features the right amount of stretch, while being achievable and aligned with desired behaviors and the main drivers of ASML's strategy.

In the second half of 2024, in line with the framework for the 2023 Supervisory Board Remuneration Policy, the Remuneration Committee reviewed the Supervisory Board's fee structure and levels. Following this review, the Supervisory Board proposes to increase base membership and committee fees and remove the fixed expense allowance, and a proposal in this regard has been submitted for a binding vote at the 2025 AGM.

## Updating our Policy

Much of the year's efforts were concentrated on updating the Remuneration Policy for the Board of Management, which has been submitted to the 2025 AGM.

In light of the change of leadership, this was a significant workstream for the committee through 2024 and involved extensive consultations with both external and internal stakeholders, including valuable input from the Board of Management and the Works Council as well as from investors and shareholder interest organizations.

“  
We aim for ASML's remuneration policies to be externally competitive and internally fair.”

Terri Kelly

Chair of the Remuneration Committee





## Message from the Chair of the Remuneration Committee (continued)

Terri Kelly

Our work has been characterized by evolution rather than revolution. As ASML evolves over time, our policies are constantly monitored and assessed against the Company's strategic objectives and in the context of the broader commercial landscape. The Policy review and proposed adjustments are intended to make incremental progress toward a more competitive and fit-for-future Remuneration Policy. Its aim is to better enable ASML to attract, retain and motivate the global leadership structure that will be critical in delivering on our strategy and growth ambitions.

While the Remuneration Policy for the Board of Management is in absolute terms only relevant to a small number of people, we understand that it has resonance across ASML. It must be recognized as fair within the company and our local external environment, competitive within our global peer group and aligned with the wider workforce. I believe we have achieved a balanced outcome that respects the views of our stakeholders, underlining our desire to achieve a degree of societal fairness.

### Evolving our metrics

Last year, I reported that we developed a way of measuring our customer orientation, and this process was successfully implemented into the STI during 2024. Meeting, and where possible exceeding, customer expectations is extremely important to the company's growth targets, and the new metric ensures that the voice of the customer is even better heard and acted upon by the Board of Management.

ESG was another area where we spent considerable time. I am proud that ASML has continued to hold its ground on measures that really matter to the world, at a time when some companies perhaps reduced some of their focus on ESG matters. We made good progress and now benefit from a well-designed balance of social and environmental measures. For example, we are challenging our suppliers to manage their own footprint, while also exploring how we can reduce our own energy consumption as well as that of our customers.

We constantly review the financial measures that are at the heart of our incentive plans and have reintroduced elements of Return on Average Invested Capital (ROAIC) as a metric to measure how we drive the creation of long-term sustainable value. We had previously moved away from ROAIC, because of the extremely long horizons associated with R&D investments, and because the timing of return on those investments did not align with the measurement period of the ROAIC metric. The Remuneration Committee devised a novel way to bring ROAIC back into the picture aimed at mitigating the effects of the timing differences related to the return on investment, and I was pleased to see that this was well received by our stakeholders during 2024.

### Engaging with our stakeholders

We aim for ASML's remuneration policies to be externally competitive and internally fair – and we engage with a wide range of stakeholders who provide us with their views, helping us achieve this ambition. There are several instances where stakeholder input has led to adjustments in our policies. For example, stakeholder feedback was instrumental in our decision to no longer use a particular index, but instead work with customized, more relevant measures linked to our ESG strategy to assess ESG performance.

Externally, we consult our investors and also take advice from our external adviser around best practice and trends in the field of remuneration across a broad selection of industries and business environments. As ASML has few comparable companies against which we can compare our approach to remuneration, we focus on the pay landscape of similar-sized, globally active, semiconductor (equipment), high-tech or other companies with high R&D spend.

Internally, we maintain a close relationship with the members of the Board of Management, meeting regularly on an informal as well as a formal basis. Interaction with the Works Council also provides us with valuable insights from an important stakeholder group – our employees. Early in 2024, a new Council was elected and we invested time in bringing the new members up to speed with the mechanics of remuneration and the methodology behind it – and I believe that this process was very beneficial for all parties involved.

Throughout the year, we engaged with key stakeholders about the envisaged policy changes we are proposing and listened to their feedback. A number of their suggestions have been incorporated into the policy that has been submitted to the 2025 AGM for approval.

### Changes to the Committee

Annet Aris will be stepping down from the Supervisory Board effective per the 2025 AGM and I would like to thank her for her support and guidance over recent years. Annet has been a member of the Remuneration Committee between 2015 and 2018 and since 2021, and she has played an instrumental role, given her extensive knowledge and experience on the topic of remuneration as well as her connections with the relevant stakeholders in this field.

As a Remuneration Committee we are very pleased with the nomination for appointment of Karien van Gennip as member of our Supervisory Board. Upon her appointment, which is a voting item on the agenda for the 2025 AGM, Karien will become a member of the Remuneration Committee.

## Outlook

Our focus for 2025 will firstly be on gathering further input from stakeholders and where appropriate fine-tuning the Board of Management Remuneration Policy ahead of its presentation at the 2025 AGM.

Beyond that, we will continue to challenge ourselves on the metrics and ask the question: do we have the right measures that really align around the most important things that ASML is trying to achieve? Stakeholder support will again be a key objective, and our continual engagement processes will aim to make sure that all our stakeholders – and most especially Christophe and his colleagues on the Board of Management – understand our challenges, our aims and our rationale.

Finally, I would like to thank all our stakeholders, and in particular the members of the Remuneration Committee, the Supervisory Board, the Board of Management, our investors and the Works Council, for their support over the last year. This is a team effort – together, we can ensure that our remuneration policies continue to drive the long-term success of ASML.

**Terri Kelly**

Chair of the Remuneration Committee

# Remuneration at a glance

Remuneration is an essential tool to motivate the right talent to continue to achieve our technology roadmap and business priorities

## Our remuneration principles for performance support long-term success and sustainable value

- Competitiveness** Our remuneration structure and levels intend to be competitive in the relevant labor market, while at the same time taking into account societal trends and perceptions.
- Alignment** Our Remuneration Policy is aligned with the short-term and long-term incentive policies for ASML senior management and other ASML employees and takes into account internal relativities.
- Long-term orientation** Our policy and incentives focus on sustainable and long-term value creation.
- Compliance** We adopt the highest standards of good corporate governance.
- Simplicity and transparency** Our policy and its execution are as simple as possible and easily understandable to all stakeholders.

## How we performed in 2024

Financial (based on US GAAP)

<b>€28.3bn</b> Total sales (2023: €27.6bn)	<b>€14.5bn</b> Gross profit (2023: €14.1bn)	<b>€9.0bn</b> Income from operations (2023: €9.0bn)
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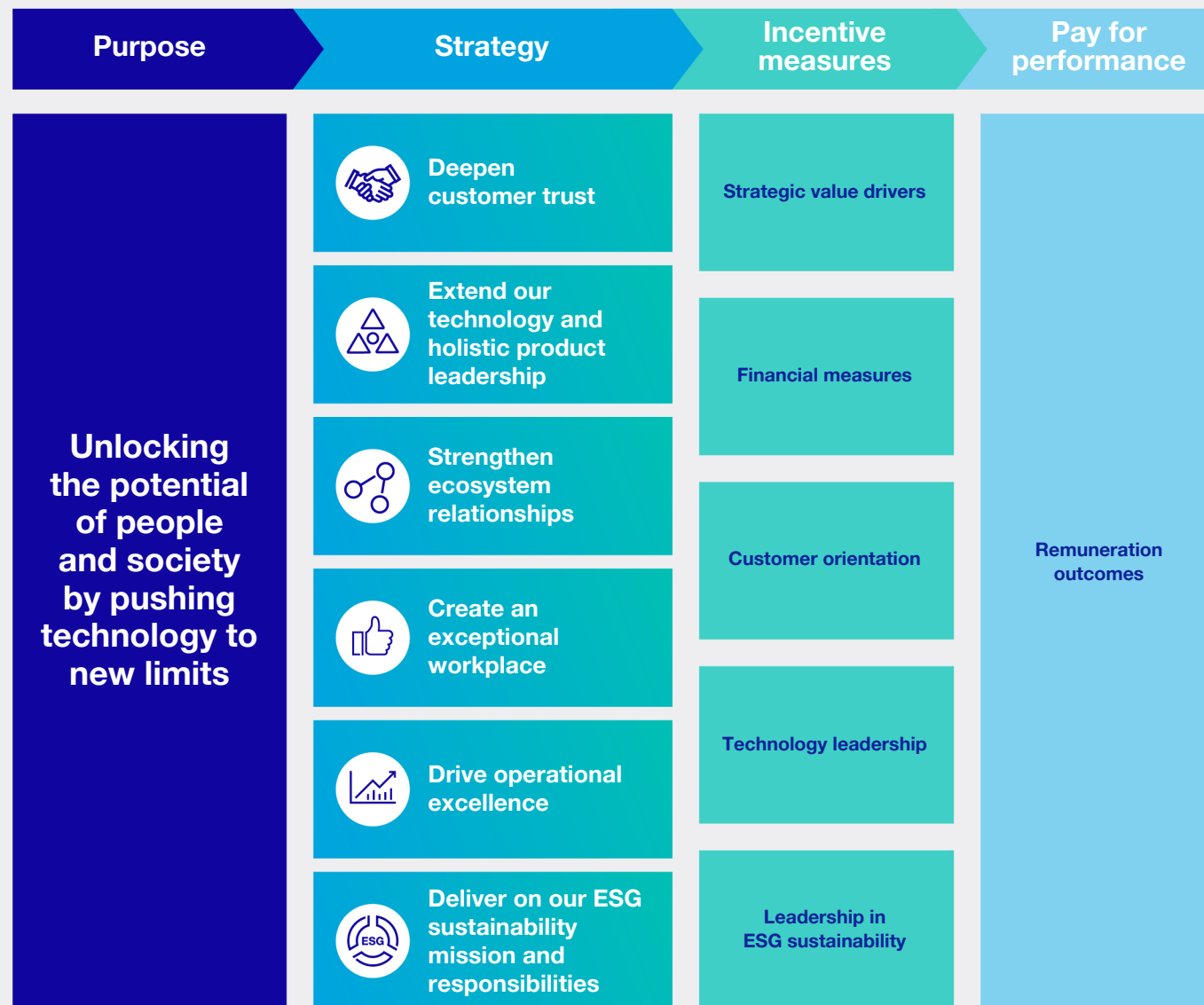
<b>€11.2bn</b> Net cash provided by operating activities (2023: €5.4bn)	<b>€19.25</b> Earnings per share (2023: €19.91)	<b>€12.7bn</b> Cash and cash equivalents and short-term investments (2023: €7.0bn)
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Non-financial

**8.0**  
Technology Leadership Index score  
(2023: 7.8)

**78.9%**  
Employee engagement score (three-year rolling average)  
(2023: 78.7%)

## Linking remuneration to purpose and strategy



## Remuneration at a glance (continued)



We aim to align the total remuneration for our Board of Management to our business strategy through a combination of fixed pay and short- and long-term incentives, underpinned by stretching performance targets.

**€20.1m**

Total remuneration<sup>1</sup>

**136.1%**

Achieved of STI target

**132.3%**

Achieved of LTI target

**40:1**

CEO vs. average per FTE

Board of Management<sup>1</sup>Christophe D. Fouquet<sup>2</sup>

Total remuneration 2024 (€'000s)

**€5,432**

## Frédéric J.M. Schneider-Maunoury

Total remuneration 2024 (€'000s)

**€4,209**

## Roger J.M. Dassen

Total remuneration 2024 (€'000s)

**€4,190**

## Wayne R. Allan

Total remuneration 2024 (€'000s)

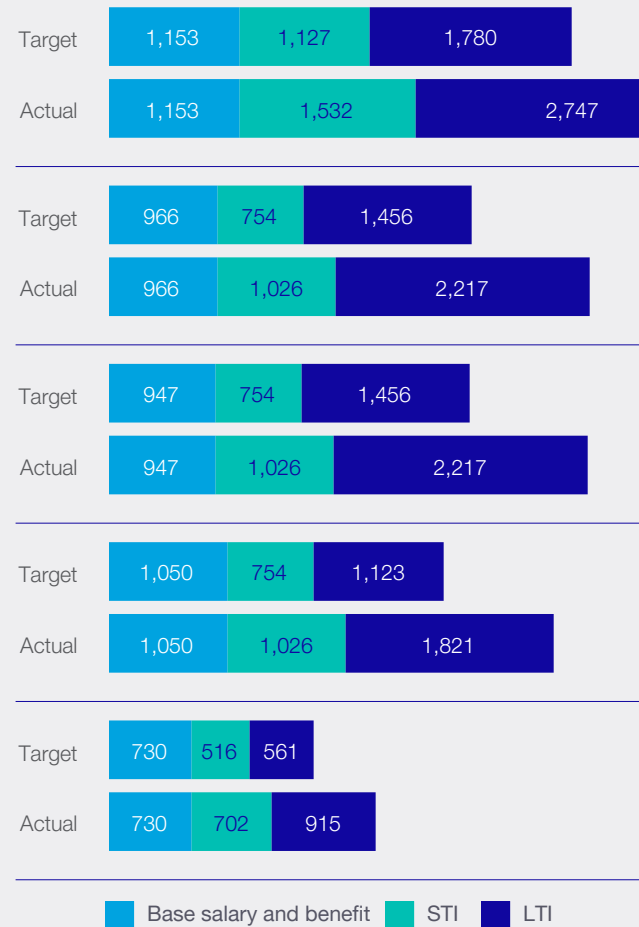
**€3,897**

James (Jim) P. Koonmen<sup>3</sup>

Total remuneration 2024 (€'000s)

**€2,347**

## Remuneration summary (€'000s)



1. This is the total 2024 remuneration for the members of the Board of Management (BoM) in office as of December 31, 2024. It excludes the 2024 remuneration for former BoM members Peter T.F.M. Wennink and Martin A. van den Brink, who retired as Presidents of ASML on April 24, 2024, upon the completion of their appointment terms.
2. Christophe D. Fouquet was appointed as President and CEO of ASML on April 24, 2024. As he was already a member of the Board of Management (BoM), his total remuneration for 2024 is disclosed by taking into account his tenure as both a regular BoM member and as President and CEO of ASML.
3. James (Jim) P. Koonmen was appointed as a member of the Board of Management on April 24, 2024. His total remuneration 2024 is disclosed as of this date.

## Stakeholder engagement in 2024

During 2024, we consulted with our large shareholders and other stakeholders, as well as with our Board of Management. Engagements took place prior to the 2024 AGM and in Q3 and Q4 2024.

## Shareholders

Number of organizations met	9
Number of meetings	18
Percentage of issued share capital owned <sup>4</sup>	23%

## Shareholders representatives and proxy advisers

Number of organizations met	3
Number of meetings	9

## Works Council

Number of organizations met	1
Number of meetings	>5

4. Average based on the issued share capital and share positions at the time of the AGM record date, March 27, 2024.

# Remuneration Committee

## Remuneration Committee



The Remuneration Committee advises the Supervisory Board and prepares the Supervisory Board's resolutions with respect to the remuneration of the Board of Management and the Supervisory Board.

### Members

Terri Kelly (Chair)

Annet Aris

Alexander Everke

Jack de Kreij

Each member is an independent, non-executive member of our Supervisory Board in accordance with the Nasdaq Listing Rules. Ms. Kelly is neither a former member of our Board of Management, nor a member of the management board of another company. Currently, no member of the Remuneration Committee is a member of the management board of another Dutch listed company.

“During 2024, the Committee continued looking at what the optimal incentive measures are to drive sustainable long-term value creation.”

**Terri Kelly**  
Chair of the Remuneration Committee

### Main responsibilities

- Overseeing the development and implementation of the Remuneration Policy for the Board of Management and preparing the Supervisory Board Remuneration Policy
- Reviewing and proposing to the Supervisory Board corporate goals and objectives relevant to the variable part of the Board of Management's remuneration
- Carrying out scenario analyses of the possible financial outcomes on the variable remuneration of meeting these goals, as well as exceeding these goals, before proposing these corporate goals and objectives to the Supervisory Board for approval
- Evaluating the performance of the members of the Board of Management in view of those goals and objectives and – based on this evaluation – recommending to the Supervisory Board appropriate compensation levels for the members of the Board of Management
- Staying apprised of external pay practices and the effectiveness of our Remuneration Policy and incentive measures in attracting and retaining top talent

### Recurring agenda topics

- Remuneration of the Board of Management
- Remuneration of the Supervisory Board
- Update on performance on targets for short- and long-term incentive

### Attendance

In addition to the Remuneration Committee members, the Remuneration Committee generally invites the CEO, the CFO, the Executive Vice President HR&O, and the Vice President Global Compensation and Benefits to attend its meetings. The Remuneration Committee's external adviser is also invited to attend the Remuneration Committee meetings when deemed necessary.



## Remuneration Committee (continued)

### Remuneration of the Board of Management

Following the announcement of the change in the composition of the Board of Management, in particular the change from a dual-presidency to a single-presidency structure, the Remuneration Committee assessed the impact of such change on the remuneration structure for our President and CEO under the Remuneration Policy for the Board of Management (version 2022). The conclusion was that no concessions were to be made to the 2022 Policy and that a detailed review of the Policy for 2025 and beyond would be initiated.

Following a fundamental review performed in the second half of 2021 and the first quarter of 2022, a new Remuneration Policy for the Board of Management was adopted at the 2022 AGM with 93.18% support. The 2022 Board of Management Remuneration Policy contains market-competitive maximum levels for the STI (120% for the President and 100% for the other Board of Management members) and below-market-competitive maximum levels for the LTI (200%) for on-target performance. The Supervisory Board decided to implement a phased approach toward these maximum levels.

At the end of 2023 a light review of Board of Management remuneration levels was performed in order to determine whether an increase of the on-target levels for STI and/or LTI toward the policy maximum levels was warranted. The Supervisory Board concluded that this was the case and, given the new single President structure, decided to increase the on-target levels for the STI from 105% to 120% for the new President and CEO, and from 95% to 100% for the non-Presidents, and to keep the level unaltered (105%) for both retiring Presidents. For the LTI the on-target levels were increased from 170% to 200% for the President and CEO, and from 170% to 180% for the other Board

of Management members. These changes became effective per January 1, 2024.

The Remuneration Committee made recommendations to the Supervisory Board concerning the total remuneration package of the Board of Management and the variable remuneration consisting of an STI in cash and an LTI in shares. The Remuneration Committee proposed 2024 targets for the Board of Management's variable remuneration to the Supervisory Board. During the year, the Remuneration Committee closely monitored the Board of Management's performance, providing recommendations to the Supervisory Board regarding the achievement of the 2024 targets and related compensation levels for the Board of Management members.

In proposing and evaluating the Board of Management's performance in relation to the corporate goals and objectives for the variable remuneration of the Board of Management members, the Remuneration Committee closely cooperates with the Audit Committee, the ESG Committee and the Technology Committee.

2024 has been marked by efforts to update the Remuneration Policy for the Board of Management. Extensive consultations were held with both internal and external stakeholders, whereby the ambition of the Remuneration Committee was to come to a balanced outcome that is externally competitive and internally fair. The proposed 2025 Remuneration Policy for the Board of Management has been submitted for a binding vote at the 2025 AGM. Upon AGM approval and following the Remuneration Committee's recommendation, the Supervisory Board approved to increase base salaries with 4% and increase the on-target level for the STI 2025 of the President and CEO to 150% and 110% for the other Board of Management members. For the LTI 2025–2027, the on-target level for the President and

CEO is increased to 275% and 225% for the other Board of Management members.

If the proposed 2025 Remuneration Policy for the Board of Management is not adopted by the 2025 AGM, on-target STI 2025 levels will be in line with 2024 and LTI 2025–2027 on-target levels will amount to 200% for all Board of Management members.

The Remuneration Committee has taken note of the views of the individual members of the Board of Management with regard to the amount and structure of their remuneration.

The shareholding positions of the Board of Management members were reviewed by the Remuneration Committee in order to assess compliance with the share ownership guideline as included in the Remuneration Policy for the Board of Management.

The Remuneration Committee engaged the external auditor to perform certain agreed-upon procedures regarding the reported performance by the Board of Management on the STI Plan 2024 and LTI Plan 2022–2024.

The Remuneration Committee also prepared the Remuneration Report, which details the remuneration of members of the Supervisory Board and the Board of Management. Transparency around remuneration continues to be a topic of focus for the Remuneration Committee and in 2024 we made further efforts to improve the transparency and readability of the Remuneration Report. For example, we added an extra scenario to the table 'Performance-driven scenarios'.

### Remuneration of the Supervisory Board

In the second half of 2024, within the Supervisory Board Remuneration Policy 2023 framework, the Remuneration Committee reviewed the Supervisory Board fee structure and levels in accordance with the bi-annual benchmark

of the Supervisory Board remuneration. Following this review, the Supervisory Board proposes to increase base membership and committee fees and remove the fixed-expense allowance. A proposal in this regard has been submitted for a binding vote at the 2025 AGM.

### Societal benchmark

In the context of the changes to the Board of Management and Supervisory Board remuneration policies in 2022 and 2023 respectively, the Works Council raised the topic of societal fairness of executive remuneration in relation to non-executive remuneration. To follow up on this topic, a societal benchmark analysis was conducted in 2023 by a delegation of the Remuneration Committee working in close collaboration with the Works Council, supported by the Remuneration Committee's external adviser.

The outcome of the societal benchmark (consisting of companies of social relevance in the Netherlands and that have comparable and consistent remuneration disclosure) was that, overall, ASML's relative pay progression is well aligned to the societal benchmark group. The CEO's pay progression was below the 75th percentile of the group, while the progression of the lowest scale of ASML's Collective Labor Agreement (CLA) outpaced that of the benchmarking group. Additionally, the 2023 increases in Supervisory Board remuneration were in line with the benchmarking group. More details can be found in the 2023 Remuneration Report.

The outcomes of the 2023 societal benchmark have been taken into account for both the proposed Board of Management Remuneration Policy 2025 and the proposed Supervisory Board fees 2025.

The Remuneration Committee intends to perform this societal benchmark periodically going forward to serve as a reference for overall remuneration.



## Remuneration Committee (continued)



The below overview provides details on the topics discussed during Remuneration Committee meetings in 2024.

## Q1

- Total Board of Management remuneration 2024, including base salary 2024, and STI and LTI at-target levels
- Short-Term Incentive Plan: Performance 2023, pay-out 2023 and targets 2024
- Long-Term Incentive Plan: Performance evaluation and share vesting performance period 2021–2023, and conditional grant and targets performance period 2024–2026
- Compliance with share ownership requirements
- Remuneration Report 2023
- Self-evaluation of Remuneration Committee
- Kick-off Board of Management Remuneration Policy review

## Q2

- Board of Management contracts
- Update on AGM
- Board of Management Remuneration Policy review

## Q3

- Progress STI 2024 and running LTI plans
- Proposed changes to the Board of Management Remuneration Policy
- Latest AGM voting trends
- Board of Management peer group and benchmarking review
- Double taxation compensation Wayne Allan
- Supervisory Board Remuneration Policy benchmark

## Q4

- Progress STI and LTI targets
- Board of Management remuneration 2025, including base salary, at-target levels for STI and LTI, selection of STI and LTI metrics, and target levels
- Supervisory Board remuneration benchmark and resulting proposal for change
- Engagement of external auditor for agreed-upon procedures on remuneration
- Draft Remuneration Report 2024
- Share planning for the period AGM 2025–2026
- Compliance of Board of Management members with share ownership requirements

# Board of Management remuneration

**In this section of the Remuneration report, we provide an overview of the Remuneration Policy for the Board of Management, which was adopted by the General Meeting on April 29, 2022, and has applied as of January 1, 2022. We are also referencing the changes if the new remuneration policy is adopted in the AGM. It also contains information about the execution of the policy as well as details of the Board of Management members' actual remuneration for the financial year 2024. The current policy and the proposed new policy can be found in the Governance section of our website.**

## Remuneration Policy

### Remuneration as a strategic instrument

The 2022 Remuneration Policy for the Board of Management supports the strategy, long-term interests and sustainability of ASML in a highly dynamic environment, while aiming to fulfill all stakeholders' requirements and keeping an acceptable risk profile. More than ever, our challenges are to drive technology, to serve our customers and to satisfy our stakeholders – drivers embedded in our identity, mission and values and the backbone of the 2022 Remuneration Policy for the Board of Management. The Supervisory Board ensures that the 2022 Remuneration Policy for the Board of Management and its implementation are linked to our objectives. A direct way this is achieved is by determining performance measures and setting targets with respect to variable compensation that are linked to our short- and long-term ambitions.

More indirectly, we want to ensure that our 2022 Remuneration Policy for the Board of Management enables us to attract, motivate and retain qualified industry professionals for the Board of Management in order to define and achieve our strategic goals. This is reflected by our drive to determine a remuneration structure and remuneration levels that intend to be closer to competitive levels in the relevant labor market, while being aware of societal trends and perception. Therefore, the 2022 Remuneration Policy for the Board of Management acknowledges the internal and external context as well as our business needs and long-term strategy.

The Remuneration Policy for the Board of Management is designed to encourage behavior that is focused on long-term value creation and the long-term interests and sustainability of ASML, while adopting the highest standards of good corporate governance. It is aimed at motivating the Board of Management members to achieve outstanding results, using a combination of non-financial and financial performance measures as well as an appropriate ratio between base salary and variable compensation. Technology leadership, customer value creation and employee engagement are the key drivers of sustainable returns to our shareholders.

### Remuneration principles

The remuneration philosophy we apply for all our employees includes the principle that we want to be competitive in our relevant labor markets and pay what is fair in such markets, while maintaining internal consistency in reflecting differences in size and complexity of individual responsibilities. The Supervisory Board applies the same principle for the Board of Management of ASML and in doing so takes the pay and employment conditions for our employees into account when formulating the Remuneration Policy for the Board of Management. The level of stakeholder support, including the support of society, for the policy is important to us and was also taken into account when formulating its various elements. When preparing the policy, the Supervisory Board considered the external environment in which we operate, the relevant statutory provisions and provisions of the Dutch Corporate Governance Code, and competitive market practice – as well as the guidance issued by organizations representing institutional shareholders. The Supervisory Board's Remuneration Committee engaged extensively with various stakeholders to obtain their perspectives. These stakeholders included our shareholders, shareholder interest organizations, proxy advisers and the Works Council of ASML Netherlands BV. In line with the Dutch Corporate Governance Code, the members of the Board of Management were asked to share their views on their remuneration. Furthermore, advice has been obtained from an external remuneration expert.

The 2022 Remuneration Policy for the Board of Management is built on the following principles:

- **Competitiveness:** The remuneration structure and levels intend to be competitive in the relevant labor market, while at the same time taking into account societal trends and perceptions.
- **Alignment:** The policy is aligned with the STI and/or LTI Policy for ASML senior management and other ASML employees and takes into account internal relativities.
- **Long-term orientation:** The policy and incentives focus on sustainable long-term value creation.
- **Compliance:** ASML adopts the highest standards of good corporate governance.
- **Simplicity and transparency:** The policy and its execution are as simple as possible and easily understandable to all stakeholders.

## Board of Management remuneration (continued)

### Reference group and market positioning

Similar to the remuneration philosophy for all ASML employees, we aim to offer the members of the Board of Management a remuneration package that is competitive compared with a relevant labor market. To define this market, we created a reference group consisting of companies of comparable size and complexity, industry or business profile, data transparency and geographical area. The reference group may include Dutch and international companies where members of the Board of Management might be recruited to and from.

For as long as we are positioned around the median of the group of companies with respect to size (measured by enterprise value, revenue and number of employees) and thus complexity, the median market level may serve as a reference in determining the level of remuneration for the Board of Management.

As ASML is a Dutch-headquartered company, the Supervisory Board also takes into account the external environment in which the company operates in the Netherlands, and furthermore considers competitive market practices as well as guidance issued by organizations representing institutional shareholders in the Netherlands, and has decided that the 2022 Remuneration Policy should not follow the (high) international market level for LTIs and to cap the maximum target LTI award at 200% of base salary. This means that the reference to a median market level described above will be used for the cash compensation only (that is, the base salary and the STI, as the LTI will be capped).

ASML had a dual presidency until the 2024 AGM and considered the two Presidents of equal weight and importance to the company. The Supervisory Board therefore decided to apply, during the dual presidency, the practice that the relevant benchmark reference level for the two Presidents was the average of the CEO level and that of the other members of the Board of Management in the labor market data, instead of benchmarking against CEO data only. As for this year, given the switch to a single Presidency, the remuneration is benchmarked against CEO data only.

For the other members of the Board of Management, the Supervisory Board has applied the average of all non-CEO members of the Board of Management in the benchmark as relevant reference, instead of differentiating between members of the Board of Management. Following the retirement of Peter Wennink and Martin van den Brink as Co-Presidents and the appointment of Christophe Fouquet as our sole President and CEO effective per the 2024 AGM, references in the Remuneration Policy for the Board of Management to the dual presidency and Presidents should be considered a reference to our sole President and CEO. While no substantial changes to our Remuneration Policy for the Board of Management were made for 2024, we included a cover note to the 2022 Remuneration Policy explaining that where reference is made to the term 'Presidents' in the plural form, this should read as 'President' in the singular form. Further references to the dual presidency no longer serve a purpose.

In principle, a benchmark of the Board of Management remuneration is conducted every two years. In the year without a market assessment, the Supervisory Board considers the appropriateness of any change of base salary, taking into account the market environment as well as the salary adjustments for other employees. To ensure an appropriate composition of the relevant labor market, the Supervisory Board reviews the composition of the reference group at the time a benchmark is conducted. The composition of the reference group may be adjusted as a result of takeover transactions, mergers or other corporate activities. Substantial changes applied to the composition of the reference group will be proposed to shareholders.

### Current reference group composition

European companies with focus on long-term technology/industrial engineering/R&D	Semiconductor manufacturing companies	Semiconductor equipment companies
ABB	Broadcom	Applied Materials
Airbus	Intel	Lam Research
Dassault Systèmes	Qualcomm	
Infineon Technologies		
Linde		
Medtronic		
Novartis		
NXP Semiconductors		
Philips		
Roche		
SAP		
Schneider Electric		
Shell		
Siemens		
Siemens Healthineers		



## Board of Management remuneration (continued)

### Total direct compensation

The remuneration levels are determined using the Total Cash Compensation (TCC). TCC consists of base salary and STI. TCC together with LTI constitutes total direct compensation.

### Base salary

The 2022 Remuneration Policy for the Board of Management prescribes a benchmark that will only be conducted for the TCC level – from which the base salary of Board of Management members is derived. The actual base salary and annual increases will be reported in the Remuneration Report. The base salary for the Board of Management for the reporting year 2024 is disclosed in the table Total remuneration Board of Management.

### Variable compensation

The variable compensation consists of the STI and the LTI. The performance metrics are set by the Supervisory Board and consist of financial and non-financial metrics in such a way that an optimal balance is achieved between the various company objectives, both in the short and the long term. By doing so, we ensure the variable compensation contributes to our strategy, long-term interests and sustainability. The Supervisory Board may adjust the performance metrics and their relative weighting of the variable income based on the rules and principles as outlined in the 2022 Remuneration Policy for the Board of Management of ASML Holding NV, if required by changed strategic priorities in any given year. The Supervisory Board assesses the extent to which performance metrics are met at the end of a performance period.

The 2022 Remuneration Policy for the Board of Management contains maximum levels for the STI and the LTI for on-target performance. The Supervisory Board has decided to apply a gradual transition into the new policy levels. For 2024, the on-target STI levels were unaltered for both outgoing Co-Presidents (105%), 120% as from the 2024 AGM for the new single President and CEO (2023: 105%) and 100% for the other members of the Board of Management (2023: 95%). The on-target LTI levels were set at 200% for the new single President and CEO (2023: 170% for Co-Presidents) and 180% for the other Board members (2023: 170%).

The Supervisory Board has the discretionary power to adjust the incentive pay-out upward or downward if it feels the outcome is unreasonable due to exceptional circumstances during the performance period.

Scenario analyses of the possible outcomes of the variable remuneration components and their effect on the remuneration of the Board of Management are conducted annually.

The following table represents the variable pay as percentage of base salary for the Board of Management in the case of maximum, on-target, threshold and below-threshold performance:

### Performance-driven scenarios

#### Retains high proportion of performance related by:

Scenario	Member	Base salary	STI	LTI	% Variable	Total
2024 levels for maximum performance	President	100%	180%	400%	% Variable	85%
	Other members	100%	150%	360%	% Variable	84%
2024 levels for on target performance	President	100%	120%	200%	% Variable	76%
	Other members	100%	100%	180%	% Variable	74%
2024 levels for threshold performance	President	100%	60%	85.0%	% Variable	59%
	Other members	100%	50%	76.5%	% Variable	56%
Below threshold performance	President	100%			% Variable	0%
	Other members	100%			% Variable	0%

■ Base salary  
■ STI  
■ LTI

## Board of Management remuneration (continued)

### Summary of the 2022 Remuneration Policy for the Board of Management

The elements of the 2022 Remuneration Policy for the Board of Management and their link to our strategy are summarized below.

### Summary of 2022 Remuneration Policy



#### Fixed remuneration (base salary)

##### Link to strategy/rationale

Attract, motivate and retain qualified industry professionals for the Board of Management in order to define and achieve strategic goals.

##### 2022 policy

###### Benchmark

- Consisting of 20 most-relevant technology and R&D-oriented companies, including our talent competitors, business peers and (indirect) customers
- Composition of companies in the reference group takes into account our geographic location – weighted toward European companies (75% weighting), with some US companies (25% weighting)

#### STI (cash bonus)

##### Link to strategy/rationale

Ensure a balanced focus on both the (financial) performance of ASML in the short term, and our sustained future in terms of technological advancement and customer satisfaction, fueling long-term success.

##### 2022 policy

- Maximum target STI: 120% of base salary for the President and CEO and 100% for the other BoM members
- Implementation 2024 target STI: 120% of base salary for the President and CEO and 100% for the other BoM members

The weight of the individual STI performance metrics is as follows:

- 60% Financial
- 20% Technology Leadership Index
- 20% Customer Orientation

#### LTI (share-based incentive)

##### Link to strategy/rationale

Contribute to our strategy, long-term interests and sustainability using performance measures which balance the direct interest of our investors, the long-term financial success of ASML, the long-term continuation of technological advancement and the environmental and social dimensions of sustainability.

##### 2022 policy

- Maximum target LTI: capped at 200% of base salary
- Implementation 2024 target LTI: 200% of base salary for the President and CEO and 180% of base salary for the other BoM members

The weight of the individual LTI performance metrics is as follows:

- 30% Relative TSR
- 20–30% ESG measures; 2024 weight: 20%
- 20–30% Technology Leadership Index; 2024 weight: 20%
- 20–30% Strategic value drivers; 2024 weight: 30%

#### Other elements of fixed remuneration (pension and other benefits)

##### Link to strategy/rationale

Contribute to the competitiveness of the overall remuneration package and create alignment with market practice.

##### 2022 policy

- Pension arrangement based on the 'excedent' (supplementary) arrangement for employees in the Netherlands – a defined contribution plan
- Expense reimbursements, such as company car costs, travel expenses, representation allowances, housing costs (gross amount before taxes), social security costs and health and disability insurance costs

#### Share ownership guidelines

##### Link to strategy/rationale

Requirement for a minimum share ownership by members of the Board of Management. Ensure alignment between the interests of the Board of Management members and our long-term value creation.

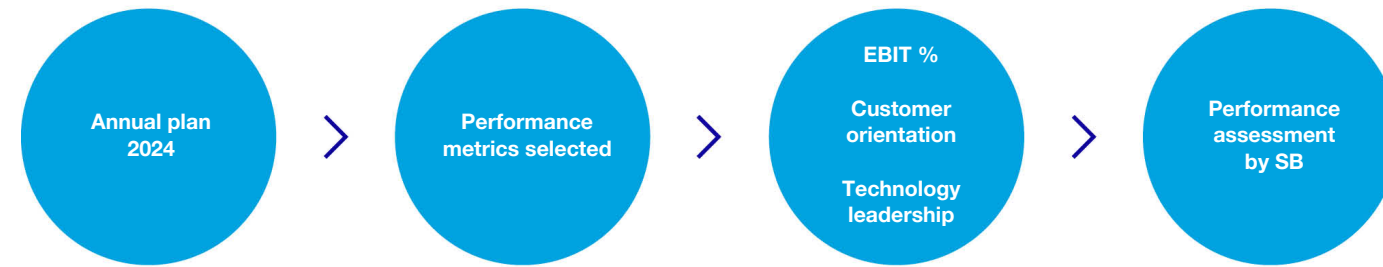
##### 2022 policy

- President and CEO three times annual base salary, other BoM members two times annual base salary
- Five-year period to comply
- Supervisory Board has discretion to allow a temporary deviation in extraordinary circumstances
- Any shortfall will be remediated through the next vesting of shares

## Board of Management remuneration (continued)

### Remuneration of Board of Management in 2024

The remuneration of the Board of Management for the financial year 2024 is an implementation of and complies with the 2022 Remuneration Policy for the Board of Management, as further explained below. As such, the remuneration of the Board of Management in 2024 contributed to the objectives of the 2022 Remuneration Policy for the Board of Management and, as a result, to our strategy aimed at sustainable long-term value creation. The Supervisory Board carried out a scenario analysis when determining the structure, level and actual pay-outs of Board of Management remuneration for 2024, in accordance with the Dutch Corporate Governance Code. For variable remuneration elements, the Supervisory Board reviews performance measures, target-setting and pay-out levels to understand the possible outcomes on total remuneration of the Board of Management and to ensure appropriate pay-for-performance relationships under different economic scenarios and performance levels. The Supervisory Board believes the current remuneration structure and outcomes are appropriate for 2024 and are aligned with company performance and shareholder experience.



### Base salary

The base salaries of the members of the Board of Management were set at the beginning of 2024. To further implement the 2022 Board of Management Remuneration Policy and to more closely align with the market, moderate base salary increases were applied for the Board of Management in 2024. For 2024 base salary levels, reference is made to the section Total remuneration Board of Management.

### Short-term incentive 2024

The financial and non-financial target levels for the STI were set at the beginning of the 2024 financial year in accordance with the 2022 Remuneration Policy for the Board of Management and taking into account the annual plan (forecast) for 2024.

For the STI, the Supervisory Board, taking into consideration our business challenges and circumstances in 2024, decided to select a performance metric focused on profitability:

- EBIT Margin %, measuring Income from operations as percentage of total net sales (based on US GAAP).

In addition, the following non-financial performance metrics applied for the STI in 2024, in accordance with the Remuneration Policy for the Board of Management:

- Customer Orientation: This metric consisted of five sub-targets measuring ASML's positioning in the market and its performance in terms of customer experience, customer satisfaction and quality.

The sub-targets were: adoption of Multi Beam within Applications; DUV Cost and Competitiveness; EUV Low NA maturity; EUV High NA performance; and ASML's Customer Trust Survey.

- Technology Leadership Index: A set of internal targets related to ASML's product and technology roadmaps. The index measures the technological progress made by ASML over the relevant performance period, supporting our efforts to drive innovation and thereby helping our customers achieve their goals and realize new technology and applications.

The Technology Leadership Index for 2024 consisted of a list of 20 key projects in Applications, DUV, EUV NXE and EUV EXE. Among others, these projects related to improvements in inspection and metrology systems, optimization of ASML's product offering, component commonality and further defining ASML's technology roadmap. Exact details of the key projects included in the Technology Leadership Index are not disclosed, given that this would be detrimental to the company and its stakeholders from a competitive and strategic point of view. To calculate the Technology Leadership Index performance, each project is scored between 1 and 10; the overall Technology Leadership Index score is the average of the individual scores. Both the STI and LTI make use of the Technology Leadership Index as a qualitative performance measure. The objectives are the same for both, but the applicable measures, targets and performance periods are different and aligned with specific short- and long-term strategic priorities.



## Board of Management remuneration (continued)

After the end of the performance period, the Supervisory Board assessed the performance achieved against the targets, in cooperation with the relevant sub-committees: the Technology Committee, Audit Committee, ESG Committee and Remuneration Committee. The target and actual achievement levels for the STI performance criteria are set out in the table below, excluding information which qualifies as commercially or strategically sensitive. The Supervisory Board considers disclosure of this information not to be in the interest of ASML and its stakeholders. In view of transparency, we report performance for these metrics as percentage of target.

Performance metric	Weight	Performance targets <sup>1</sup>			Actual performance	Pay-out <sup>2</sup> % of target
		Threshold	Target	Stretch		
<b>EBIT Margin (%) (Non-GAAP measure)</b>	60%	27.0%	29.5%	32.0%	31.9%	<b>148.5%</b>
<b>Customer Orientation</b>	20%					<b>110.2%</b>
<i>Consisting of the following weighted sub-targets:</i>						
Applications: Adoption of Multi Beam	2.5%		*			125.0%
DUV Cost and Competitiveness	2.5%		*			110.0%
EUV Low NA Maturity	2.5%		*			97.6%
EUV High NA Performance	2.5%		*			77.0%
ASML Customer Trust Survey	10%		*			118.1%
<b>Technology Leadership Index</b>	20%	4	6	10	8.0	<b>125.0%</b>
<b>Total</b>	<b>100%</b>					<b>136.1%</b>

1. Certain performance targets (\*) are not disclosed due to strategic or commercial sensitivity.

2. The pay-out % is based on the pay-out levels as included in the Summary of 2022 Remuneration Policy Board of Management.

The 2024 EBIT Margin % (Non-GAAP measure) of 31.9% is calculated as Income from operations of €9,023 million divided by Total net sales of €28,263 million.

The actual outcome for Customer Orientation amounts to 110.2%, which is a decrease compared to last year's performance.

The actual outcome for Technology Leadership Index of 8.0 is in line with last year's performance.

The total STI outcome for current and former Board of Management results in a cash pay-out of €5.3 million and €1.0 million, respectively, representing a pay-out as a percentage of target of 136.1%.

### Short-Term Incentive 2025

For 2025, the Supervisory Board has decided to apply the following STI performance measures under the proposed 2025 Remuneration Policy for the Board of Management:

Performance metric	Weight
<b>EBIT Margin (%) (Non-GAAP measure)</b>	60%
<b>Customer Orientation</b>	20%
<i>Consisting of the following weighted sub-targets:</i>	
Applications: Adoption of Multi Beam	2.5%
DUV Cost and Competitiveness	2.5%
EUV Low NA maturity	2.5%
EUV High NA insertion	2.5%
ASML Customer Trust Survey	10%
<b>Strategic Orientation</b>	20%
<i>Consisting of the following weighted sub-targets:</i>	
ERP	5%
High Productivity Platform	5%
New Product Quality	5%
Global Supply Chain Development	5%
<b>Total</b>	<b>100%</b>

Hereby, the Strategic Orientation measures align with key business priorities that are critical to achieving our strategic objectives. If the proposed 2025 Remuneration Policy for the Board of Management is not adopted by the 2025 AGM, performance measure Strategic Orientation will be replaced with the Technology Leadership Index in line with the current Remuneration Policy.

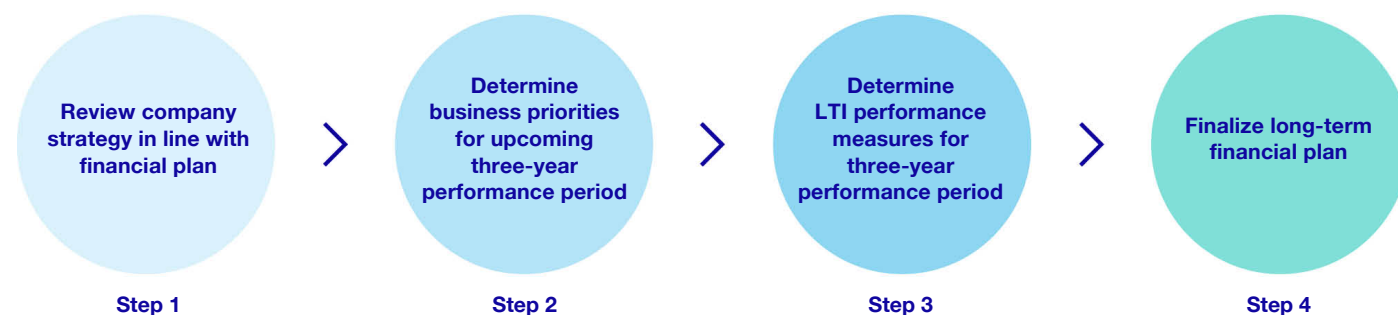
## Board of Management remuneration (continued)

### Board of Management Remuneration in 2024 – Long-term incentive

#### Conditionally granted LTI Plan 2024–2026 in 2024

At the beginning of 2024, 29,187 performance shares were conditionally granted to the current and former members of the Board of Management who were eligible to participate in the 2024–2026 LTI performance plan. These conditional grants are based on the maximum achievable opportunity.

#### Target-setting process



At the beginning of 2024, the Supervisory Board, in line with the recommendation of the Remuneration Committee, selected the performance metrics to be used to measure ASML's performance related to rTSR, Strategic value drivers, Technology Leadership Index and ESG. The Supervisory Board also set the target levels related to all performance metrics for the 2024–2026 LTI Plan, as listed below. This was done taking into account the long-term product roadmap, ESG goals and long-term financial plan, thereby ensuring alignment between the various targets and our long-term strategic priorities and encouraging behavior focused on sustainable long-term value creation.

For the 2024–2026 LTI Plan, the following performance metrics apply, in accordance with the 2022 Remuneration Policy for the Board of Management:

- **TSR vs. Index companies:** Measuring our relative change in share price, plus dividends paid over the relevant performance period. The TSR is calculated as the difference between (i) the average (closing) share price during the last quarter of the performance period and (ii) the average (closing) share price during the quarter preceding the performance period; in the calculation, dividends are reinvested at the ex-dividend date. The TSR of ASML (calculated with the ASML New York share) is compared with the PHLX Semiconductor Sector Index companies. This Nasdaq index is designed to track the performance of a set of companies engaged in the design, distribution, manufacture and sale of semiconductors. There are two versions of this index, a price return index and a total return index, the latter of which has been chosen (Nasdaq: X.SOX), as this index reinvests cash dividends, equivalent to the TSR definition described above.
- **Strategic value drivers: ROAIC (Non-GAAP measure)** is based on a three-year average by dividing the income after income taxes (at target R&D) by the average invested capital. Average invested capital is calculated by taking the average of total assets minus cash and cash equivalents, short-term investments, total current liabilities and non-current contract liabilities at the start and end of each quarter over three years. Mergers and acquisitions will be excluded from the evaluation after the LTI period.
- **Technology Leadership Index:** A qualitative measure which is also applied for the STI. As a metric for the LTI, the Technology Leadership Index is more forward looking than its STI equivalent. It consists of targets to be achieved three years ahead, two years ahead and in the coming year. Each year, new targets are defined for the period three years ahead. The targets for two years ahead are based on the prior-year targets (that were three years ahead at that time) and a correction factor on the score (up or down) depending on whether targets appeared to be easier or more difficult to achieve. The same approach is used for subsequent years. The total score for the Technology Leadership Index over the three-year performance period is the average of the scores over the three years, including the relevant correction factors applied on each year's score.
- **ESG:** A measure consisting of three equally weighted sub-targets, both qualitative and quantitative: (1) employee engagement, (2) gender diversity (fueling a more diverse workforce composition which is a key enabler to our continued success and supports our overall objective of building a diverse talent pool in leadership roles) and (3) commitment of the top 80% of suppliers to reduce their CO<sub>2</sub>e footprint by 2030.

## Board of Management remuneration (continued)

The target levels for the LTI performance criteria based on the policy are set out in the table below:

Performance metric	Weight	Performance targets		
		Threshold	Target	Maximum
<b>Relative TSR</b>	30%	As per remuneration policy		
<b>ROAIC (2024–2026)<sup>1</sup></b>	30%	45%	70%	90%
<b>ESG Measures</b>	20%			
<i>Consisting of equally weighted sub-metrics:</i>				
Employee engagement (Relative benchmark target vs. top 25% performing companies (three-year rolling))	6.7%	-4	-2	0
Gender diversity:	6.7%			
• % Inflow of women all JG and JG 9+		24%	26%	28%
• % Representation of women in JG 13+		12%	14%	16%
Commitment of the top 80% of suppliers (based on CO <sub>2</sub> e emissions) to reduce their CO <sub>2</sub> e footprint by 2030	6.7%	65%	75%	85%
<b>Technology Leadership Index</b>	20%	4	6	10
<b>Total</b>	<b>100%</b>			

1. The ROAIC 2024–2026 (Non-GAAP measure) is based on a three-year (2024–2026) average by dividing the income after income taxes (at target R&D) by the average invested capital. Average invested capital is calculated by taking the average of total assets minus cash and cash equivalents, short-term investments, total current liabilities and non-current contract liabilities at the start and end of each quarter over three years. Mergers and acquisitions will be excluded from the evaluation after the LTI period. We believe that ROAIC is a meaningful measure because it quantifies our effectiveness in generating returns relative to the capital invested in our business over the past three years.

### Vesting under the LTI Plan 2022–2024

Following the end of the three-year performance period 2022–2024, the Supervisory Board assessed the performance achieved against the LTI targets, in cooperation with the Technology Committee, Audit Committee, ESG Committee and Remuneration Committee. The performance metrics that applied to the LTI 2022–2024 Plan were TSR vs. Index companies, Normalized Cash Conversion Rate percentage (as strategic value driver), Technology Leadership Index and ESG, in accordance with the 2022 Remuneration Policy for the Board of Management.

#### Vesting of shares process



- In the period between the grant date and the vesting date, performance shares are conditional

- Performance shares are delivered to the participant. However, transfer restrictions apply: acquired performance shares cannot be transferred during the holding period
- Participant is allowed to sell sufficient performance shares to cover tax obligations



## Board of Management remuneration (continued)

The target and actual achievement levels for the LTI performance criteria based on the policy are set out in the table below:

Performance metric	Weight	Performance targets			Actual performance	Pay-out % <sup>2</sup> % of target
		Threshold	Target	Stretch		
<b>Relative TSR</b>	30%	87.5%	121.6%	138.0%	92.7%	<b>36.5%</b>
<b>Normalized three-year average cash conversion rate %<sup>1</sup></b>	30%	80%	90%	95%	96.3%	<b>200.0%</b>
<b>Technology Leadership Index</b>	20%	4	6	10	8.2	<b>154.2%</b>
<b>ESG Measures</b>	20%					<b>152.5%</b>
<i>Consisting of the following sub-measures:</i>						
EUV energy use per wafer pass (kWh per wafer pass)	6.7%	7.0	6.5	6.0	5.9	200.0%
Employee engagement (Relative benchmark target vs. top 25% performing companies (3 year rolling))	6.7%	-4%	-3%	0%	-2.1%	129.8%
% Representation of women in JG 13+	6.7%	10%	12%	14%	12.6%	127.6%
<b>Total</b>	<b>100%</b>					<b>132.3%</b> <sup>3</sup>

1. The normalized three-year average cash conversion rate % (CCR) is calculated by dividing normalized free cash flow (Non-GAAP measure) by net income (three-year average). Free cash flow (Non-GAAP measure) is normalized by excluding early payments received in a certain financial year from customers without a contractual payment obligation in that financial year. Free cash flow is a non-GAAP (generally accepted accounting principles) measure and is defined as net cash provided by operating activities minus purchase of property, plant and equipment and purchase of intangible assets. Purchase of property, plant and equipment and purchase of intangible assets are deducted from net cash provided by operating activities in calculating free cash flow because these payments are necessary to support the maintenance and investments in our assets to maintain the current asset base.

2. The pay-out percentage is based on the pay-out levels as included in the Summary of 2022 Remuneration Policy Board of Management.

3. Total actual performance score of 132.3% is based on weighting of individual performance metrics multiplied by the pay-out percentage.

The total LTI outcome results in a share vesting of 132.3% of target.

### Long-Term Incentive Plan 2025–2027

In 2025, it is intended to grant 30,481 performance shares to the current members of the Board of Management for the 2025–2027 LTI performance plan. These conditional grants are based on the maximum achievable opportunity for 2025 under the proposed 2025 Remuneration Policy for the Board of Management.

For the 2025–2027 performance period, the Supervisory Board has decided to apply the following LTI performance measures and target-setting under the proposed 2025 Remuneration Policy for the Board of Management:

Performance metric	Weight	Performance targets		
		Threshold	Target	Maximum
<b>Relative TSR</b>	25%	As per remuneration policy		
<b>ROAIC (2025–2027)<sup>1</sup></b>	35%	35%	50%	65%
<b>ESG measures<sup>2</sup></b>	20%			
<i>Consisting of the following sub-measures:</i>				
Gender diversity:	6.7%			
• % Inflow of women JG 9+ (external and internal inflow)		23.0%	25.0%	27.0%
• % Representation of women in JG 13+		14.0%	15.0%	16.0%
Engagement and inclusion:	6.7%			
• Employee engagement (Relative benchmark target vs. top 25% performing companies (3 year rolling))		–4p.p.	–2 p.p.	0 p.p.
• Inclusion score (Relative benchmark target vs. top 25% performing companies (3 year rolling))		–4p.p.	–2 p.p.	0 p.p.
EUV energy use per wafer pass (kWh per wafer pass)	6.7%	5.0	4.7	4.5
<b>Technology Leadership Index</b>	20%	4	6	10
<b>Total</b>	<b>100%</b>			

1. The ROAIC 2025–2027 (Non-GAAP measure) is based on a three-year (2025–2027) average by dividing the income after income taxes (at target R&D) by the average invested capital. Average invested capital is calculated by taking the average of total assets minus cash and cash equivalents, short-term investments, total current liabilities and non-current contract liabilities at the start and end of each quarter over three years. Mergers and acquisitions will be excluded from the evaluation after the LTI period. We believe that ROAIC is a meaningful measure because it quantifies our effectiveness in generating returns relative to the capital invested in our business over the past three years.

2. ASML presents in this Annual Report its diversity and inclusion policies and targets for, and progress on achieving, gender diversity in accordance with Dutch law and its Diversity and Inclusion policy adopted by the BoM pursuant to requirements of Dutch law. ASML has become aware of US executive order 14173 (the “EO”) signed in January 2025, under which the US Office of Federal Contract Compliance Programs must, among other things, immediately cease promoting diversity and allowing or encouraging US federal contractors and subcontractors to engage in workforce balancing based on race, color, sex, sexual preference, religion, or national origin. As a company with a dual listing on Euronext Amsterdam and Nasdaq, ASML is currently reviewing the implications of the EO. These targets and policy will not apply to ASML’s US employees to the extent this would conflict with the EO or other applicable law, regulation or orders.

## Board of Management remuneration (continued)

If the proposed 2025 Remuneration Policy for the Board of Management is not adopted by the 2025 AGM, the weighting of performance measures Relative TSR and ROAIC will be adjusted to 30% each, in line with the current Remuneration Policy for the Board of Management.

### Other remuneration

In 2024, members of the Board of Management participated in the pension arrangement for the Board of Management, based on the 'excedent' (supplementary) arrangement for our employees in the Netherlands, a defined contribution opportunity as defined in Dutch fiscal regulations. It consists of a gross pension element (for the salary below approximately €138,000 minus the *Witteveen* threshold<sup>1</sup>) and a net pension element (for the salary above approximately €138,000). Details of the incurred expenses relating to the application of the pension arrangement in 2024 can be found in the table Total Remuneration Board of Management.

Expenses reimbursed by ASML in 2024 included company car costs, representation allowances, social security costs, health and disability insurance costs and other benefits which reflect local market practice.

1. Dutch pension arrangements have a threshold in the build-up of pension entitlements. This threshold exists because all participants are assumed to be entitled to the Dutch state pension (AOW) and therefore do not need an additional pension over the first part of their pensionable income. The minimum level in the fiscal legislation for this threshold is related to the AOW allowance and is known as the *Witteveen* threshold. This threshold is calculated as the annual AOW allowance (including holiday allowance) for a married person times 10/7.

### Share ownership guidelines

The table below shows the share ownership guidelines, number of outstanding vested shares and share ownership ratio of each Board of Management member as per December 31, 2024. All BoM members complied with the minimum ownership guidelines per year end 2024.

Board of Management	Ownership guidelines	2024 base salary (in € thousands)	Number of outstanding vested shares	Ownership ratio <sup>1</sup>
C.D. Fouquet	3x base	1,082	7,174	4.50
F.J.M. Schneider-Maunoury	2x base	754	19,800	17.82
R.J.M. Dassen	2x base	754	4,777	4.30
W.R. Allan	2x base	754	3,207	2.89
J.P. Koonmen <sup>2</sup>	2x base	752	7,117	6.42

1. The Ownership ratio is calculated by multiplying the number of outstanding vested shares with the share price of €678.70 (based on the closing share price of December 31, 2024) and dividing this by the 2024 annualized base salary.

2. James (Jim) P. Koonmen's Long-Term Incentive (LTI) grants are vested in ASML NY shares (listed on the U.S. Nasdaq). His ownership ratio, calculated based on his 2024 U.S. dollar base salary of \$816,657 and the ASML NY share price of \$693.08 (based on the closing share price of December 31, 2024), is 6.04.

## Board of Management remuneration (continued)

## Total remuneration Board of Management

The remuneration of the members of the Board of Management based on incurred accounting expenses in 2024, 2023 and 2022 is included in the table below (amounts are in € thousands).

The accounting expenses of the remuneration reported as LTI is evenly distributed over the three-year vesting period of each share award. The accounting expenses are divided into market-based and non-market-based elements. For the non-market based elements, the accounting expense is based on the maximum achievable payout during the first two years of the vesting period. In the third and final year of the vesting period, the share award's estimate is adjusted to reflect the actual payout. The market-based element is accounted for at the target payout.

Board of Management member	Financial year	Base salary	Pension	Other benefits	Total fixed	% Fixed	STI	LTI	Total variable	% Variable	Ratio fixed/variable	Total remuneration
C.D. Fouquet <sup>1</sup>	2024	979	111	63	1,153	21.2%	1,532	2,747	4,279	78.8%	0.27	5,432
	2023	725	82	56	863	24.5%	883	1,773	2,656	75.5%	0.32	3,519
	2022	694	78	53	825	29.5%	619	1,354	1,973	70.5%	0.42	2,798
F.J.M. Schneider-Maunoury	2024	754	161	51	966	23.0%	1,026	2,217	3,243	77.0%	0.30	4,209
	2023	725	148	45	918	25.7%	883	1,773	2,656	74.3%	0.35	3,574
	2022	694	141	36	871	30.6%	619	1,354	1,973	69.4%	0.44	2,844
R.J.M. Dassen	2024	754	133	60	947	22.6%	1,026	2,217	3,243	77.4%	0.29	4,190
	2023	725	121	56	902	25.4%	883	1,773	2,656	74.6%	0.34	3,558
	2022	694	116	51	861	30.4%	619	1,354	1,973	69.6%	0.44	2,834
W.R. Allan <sup>2</sup>	2024	754	133	163 <sup>6</sup>	1,050	26.9%	1,026	1,821 <sup>3</sup>	2,847	73.1%	0.37	3,897
	2023	492	82	38	612	29.6%	599	860	1,459	70.4%	0.42	2,071
J.P. Koonmen <sup>4,5</sup>	2024	516	8	206 <sup>6</sup>	730	31.1%	702	915	1,617	68.9%	0.45	2,347
<b>Total Board of Management</b>	<b>2024</b>	<b>3,757</b>	<b>546</b>	<b>543</b>	<b>4,846</b>	<b>24.1%</b>	<b>5,312</b>	<b>9,917</b>	<b>15,229</b>	<b>75.9%</b>	<b>0.32</b>	<b>20,075</b>
	2023	2,667	433	195	3,295	25.9%	3,248	6,179	9,427	74.1%	0.35	12,722
	2022	2,082	335	140	2,557	30.2%	1,857	4,062	5,919	69.8%	0.43	8,476

1. Christophe D. Fouquet was appointed as President and CEO of ASML on April 24, 2024. His 2024 Long-Term Incentive (LTI) is based on the signed grant letter with grant date January 23, 2024. Although he was not formally appointed as President and CEO at the time of the grant, Christophe D. Fouquet received a grant on January 23, 2024, in anticipation of his forthcoming appointment as President and CEO of ASML. His 2024 Short-Term Incentive (STI) was calculated based on his cumulative base salary of €242,000 with an STI target of 100% until the 2024 Annual General Meeting (AGM), as a non-President, and his cumulative base salary of €737,000 with an STI target of 120% effective from the 2024 AGM, upon his appointment as President.

2. Wayne R. Allan was appointed as a member of the Board of Management on April 26, 2023. His 2024 Long-Term Incentive (LTI) is based on the signed grant letter with grant date January 27, 2023. Although he was not a member of the Board of Management at the time of the grant, Wayne R. Allan received the grant in anticipation of his appointment to the Board of Management.

3. Wayne R. Allan's 2024 Long-Term Incentive (LTI) expense does not include the accounting release associated with the 2022 LTI plans that vested, as he was not a member of the Board of Management at the time this plan was granted in 2022.

4. James (Jim) P. Koonmen was appointed as a member of the Board of Management on April 24, 2024. Although he was not a member of the Board of Management at the time of the grant, James (Jim) P. Koonmen received the grant in anticipation of his appointment to the Board of Management.

5. James (Jim) P. Koonmen's remuneration is paid in U.S. dollars. In 2024, his U.S. dollar-denominated equivalent of his cumulative base salary as a member of the Board of Management was \$560,259 (€515,837). His 2024 Short-Term Incentive (STI) payout is calculated based on his U.S. dollar-denominated equivalent cumulative base salary, resulting in a total of \$762,512 (€702,054).

6. Wayne R. Allan (2024: €102,867) and James (Jim) P. Koonmen (2024: €177,055) received compensation to address the effects of double taxation in both the Netherlands and the United States.



## Board of Management remuneration (continued)

**Total remuneration former Board of Management**

Peter T.F.M. Wennink and Martin A. van den Brink are no longer part of the Board of Management, as they retired as Presidents from ASML on April 24, 2024.

Former Board of Management member	Financial year	Base salary	Pension	Other benefits	Total fixed	% Fixed	STI	LTI	Total variable	% Variable	Ratio fixed/variable	Total remuneration
P.T.F.M. Wennink <sup>1</sup>	<b>2024</b>	<b>345</b>	<b>82</b>	<b>119</b> <sup>2</sup>	<b>546</b>	<b>10.9%</b>	<b>494</b> <sup>3</sup>	<b>3,953</b>	<b>4,447</b>	<b>89.1%</b>	<b>0.12</b>	<b>4,993</b>
	2023	1,040	248	61	1,349	22.7%	1,400	3,192	4,592	77.3%	0.29	5,941
	2022	1,020	206	58	1,284	30.0%	961	2,035	2,996	70.0%	0.43	4,280
M.A. van den Brink <sup>1</sup>	<b>2024</b>	<b>345</b>	<b>82</b>	<b>111</b> <sup>2</sup>	<b>538</b>	<b>10.8%</b>	<b>494</b> <sup>3</sup>	<b>3,953</b>	<b>4,447</b>	<b>89.2%</b>	<b>0.12</b>	<b>4,985</b>
	2023	1,040	248	59	1,347	22.7%	1,400	3,192	4,592	77.3%	0.29	5,939
	2022	1,020	206	57	1,283	30.0%	961	2,035	2,996	70.0%	0.43	4,279
<b>Total former Board of Management</b>	<b>2024</b>	<b>690</b>	<b>164</b>	<b>230</b>	<b>1,084</b>	<b>10.9%</b>	<b>988</b>	<b>7,906</b>	<b>8,894</b>	<b>89.1%</b>	<b>0.12</b>	<b>9,978</b>
	2023	2,080	496	120	2,696	22.7%	2,800	6,384	9,184	77.3%	0.29	11,880
	2022	2,040	412	115	2,567	30.0%	1,922	4,070	5,992	70.0%	0.43	8,559

1. On April 24, 2024, Peter T.F.M. Wennink and Martin A. van den Brink stepped down from their roles as Presidents of ASML. They are still eligible for the performance shares awarded under the LTI plans for the years 2022, 2023 and 2024, which will vest based on the performance criteria outlined in their grant letters. Their 2024 LTI plan has been granted on a pro rated in time basis to reflect end of term. Consequently, the remaining associated LTI expenses have been recognized over the remaining service period, from the announcement of their retirement on November 30, 2023, until their actual retirement on April 24, 2024.

2. In 2024, Peter T.F.M. Wennink and Martin A. van den Brink received a jubilee award equivalent to their gross monthly salary.

3. In 2024, the on-target STI levels for Peter T.F.M. Wennink and Martin A. van den Brink were unaltered (105%).

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## Board of Management remuneration (continued)

## Share-based payments

Performance-based share-based remuneration for current members of the Board of Management is disclosed in the table below. Fractional shares are rounded to full shares for reporting purposes.

Board of Management member	Grant date	Status	Full control	Of market-based element		Of non-market-based elements			Total number of shares at target	Total number of shares at maximum (200%)	Vesting date	Number of vested shares on publication date	Year-end closing share price in year of vesting	End of lock-up date
				Number of shares at target	Fair value at grant date	Number of shares at target	Fair value at grant date							
C.D. Fouquet <sup>1</sup>	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>1,065</b>	<b>939.9</b>	<b>2,485</b>	<b>692.7</b>	<b>3,550</b>	<b>7,100</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>	
	1/27/23	Conditional	No	731	901.9	1,706	603.4	2,437	4,874	1/1/26	n/a	n/a	1/1/28	
	4/29/22	Conditional <sup>2</sup>	No	483	596.0	1,126	533.5	1,609	3,217	1/1/25	2,128	678.7	1/1/27	
	1/22/21	Unconditional	No	717	635.6	1,670	454.9	2,387	4,774	1/1/24	3,763	681.7	1/1/26	
	1/24/20	Unconditional	No	858	286.9	2,001	263.7	2,859	5,718	1/1/23	5,208	503.8	1/1/25	
F.J.M. Schneider-Maunoury	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>668</b>	<b>939.9</b>	<b>1,559</b>	<b>692.7</b>	<b>2,227</b>	<b>4,453</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>	
	1/27/23	Conditional	No	731	901.9	1,706	603.4	2,437	4,874	1/1/26	n/a	n/a	1/1/28	
	4/29/22	Conditional <sup>2</sup>	No	483	596.0	1,126	533.5	1,609	3,217	1/1/25	2,128	678.7	1/1/27	
	1/22/21	Unconditional	No	717	635.6	1,670	454.9	2,387	4,774	1/1/24	3,763	681.7	1/1/26	
	1/24/20	Unconditional	No	858	286.9	2,001	263.7	2,859	5,718	1/1/23	5,208	503.8	1/1/25	
R.J.M. Dassen	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>668</b>	<b>939.9</b>	<b>1,559</b>	<b>692.7</b>	<b>2,227</b>	<b>4,453</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>	
	1/27/23	Conditional	No	731	901.9	1,706	603.4	2,437	4,874	1/1/26	n/a	n/a	1/1/28	
	4/29/22	Conditional <sup>2</sup>	No	483	596.0	1,126	533.5	1,609	3,217	1/1/25	2,128	678.7	1/1/27	
	1/22/21	Unconditional	No	717	635.6	1,670	454.9	2,387	4,774	1/1/24	3,763	681.7	1/1/26	
	1/24/20	Unconditional	No	858	286.9	2,001	263.7	2,859	5,718	1/1/23	5,208	503.8	1/1/25	
W.R. Allan <sup>3</sup>	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>668</b>	<b>939.9</b>	<b>1,559</b>	<b>692.7</b>	<b>2,227</b>	<b>4,453</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>	
	1/27/23	Conditional	No	731	901.9	1,706	603.4	2,437	4,874	1/1/26	n/a	n/a	1/1/28	
J.P. Koonmen <sup>4,5</sup>	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>676</b>	<b>939.9</b>	<b>1,578</b>	<b>692.7</b>	<b>2,255</b>	<b>4,509</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>	

1. Christophe D. Fouquet was appointed as President and CEO of ASML on April 24, 2024. His 2024 Long-Term Incentive (LTI) grant is based on the signed grant letter with grant date January 23, 2024. Although he was not formally appointed as President and CEO at the time of the grant, Christophe D. Fouquet received a grant on January 23, 2024, in anticipation of his forthcoming appointment as CEO and President of ASML.

2. The LTI plans that were granted on April 29, 2022 became unconditional after the vesting date on January 1, 2025.

3. Wayne R. Allan was appointed as a member of the Board of Management on April 26, 2023. His 2024 Long-Term Incentive (LTI) is based on the signed grant letter with grant date January 27, 2023. Although he was not a member of the Board of Management at the time of the grant, Wayne R. Allan received the grant in anticipation of his appointment to the Board of Management.

4. James (Jim) P. Koonmen was appointed as a member of the Board of Management on April 24, 2024. Although he was not a member of the Board of Management at the time of the grant, James (Jim) P. Koonmen received the grant in anticipation of his appointment to the Board of Management.

5. James (Jim) P. Koonmen's share-based remuneration is based on ASML NY shares (Nasdaq stock exchange). The fair value of his 2024 Long-Term Incentive (LTI) grant for the market-based element is \$1,034.6 and for the non-market-based elements is \$762.5.

## Board of Management remuneration (continued)

Performance-based share-based remuneration for former members of the Board of Management is disclosed in the below table. Fractional shares are rounded down to full shares for reporting purposes.

Former Board of Management member	Grant date	Status	Full control	Of market-based element		Of non-market-based elements		Total number of shares at target	Total number of shares at maximum (200%)	Vesting date	Number of vested shares on publication date	Year-end closing share price in year of vesting	End of lock-up date
				Number of shares at target	Fair value at grant date	Number of shares at target	Fair value at grant date						
P.T.F.M. Wennink <sup>1</sup>	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>316</b>	<b>939.9</b>	<b>738</b>	<b>692.7</b>	<b>1,054</b>	<b>2,109</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>
	1/27/23	Conditional	No	1,049	901.9	2,447	603.4	3,496	6,991	1/1/26	n/a	n/a	1/1/28
	4/29/22	Conditional <sup>2</sup>	No	709	596.0	1,655	533.5	2,364	4,727	1/1/25	3,126	678.7	1/1/27
	1/22/21	Unconditional	No	1,053	635.6	2,455	454.9	3,508	7,016	1/1/24	5,531	681.7	1/1/26
	1/24/20	Unconditional	No	1,387	286.9	3,235	263.7	4,622	9,245	1/1/23	8,420	503.8	1/1/25
M.A. van den Brink <sup>1</sup>	<b>1/23/24</b>	<b>Conditional</b>	<b>No</b>	<b>316</b>	<b>939.9</b>	<b>738</b>	<b>692.7</b>	<b>1,054</b>	<b>2,109</b>	<b>1/1/27</b>	<b>n/a</b>	<b>n/a</b>	<b>1/1/29</b>
	1/27/23	Conditional	No	1,049	901.9	2,447	603.4	3,496	6,991	1/1/26	n/a	n/a	1/1/28
	4/29/22	Conditional <sup>2</sup>	No	709	596.0	1,655	533.5	2,364	4,727	1/1/25	3,126	678.7	1/1/27
	1/22/21	Unconditional	No	1,053	635.6	2,455	454.9	3,508	7,016	1/1/24	5,531	681.7	1/1/26
	1/24/20	Unconditional	No	1,387	286.9	3,235	263.7	4,622	9,245	1/1/23	8,420	503.8	1/1/25

1. On April 24, 2024, Peter T.F.M. Wennink and Martin A. van den Brink stepped down from their roles as Presidents of ASML. They are still eligible for the performance shares awarded under the LTI plans for the years 2022, 2023 and 2024, which will vest based on the performance criteria outlined in their grant letters. Their 2024 LTI plan has been granted on a pro rated in time basis to reflect end of term. Consequently, the remaining associated LTI expenses have been recognized over the remaining service period, from the announcement of their retirement on November 30, 2023, until their actual retirement on April 24, 2024.

2. The LTI plans that were granted on April 29, 2022 became unconditional after the vesting date on January 1, 2025.

### Reasons, criteria and principal conditions for granting shares

ASML has sufficient treasury shares as per December 31, 2024 for the purpose of exercising rights related to performance-based share-based remuneration. For the reasons and criteria for granting the performance shares to each member of the Board of Management, reference is made to the Summary of 2022 Remuneration Policy Board of Management and to the section Board of Management Remuneration in 2024 – Long-term incentive as included in this Remuneration Report. The principal conditions applicable to the 2024 performance shares are described below. These apply to each member of the Board of Management.

Instrument	Performance shares
<b>Grant</b>	Conditional grant on an annual basis based on maximum achievable opportunity. The number of performance shares to be conditionally awarded is calculated using the volume-weighted average share price during the last quarter of the year preceding the conditional award.
<b>Grant date</b>	Date on which the performance shares are conditionally granted.
<b>Performance period</b>	Period of three years over which the achievement of the predefined performance targets is measured.
<b>Vesting</b>	The shares will become unconditional after the end of the performance period, depending on the level of achievement of the predetermined performance targets.
<b>Holding period</b>	The minimum holding period is two years after the vesting date. Upon termination of contract, the transfer restrictions will remain in place during the holding period except in case of decease. In case a tax payment is due by the members of the Board of Management over the retrieved variable income, performance shares may be partially sold at vesting ('sell to cover') in accordance with the law and internal regulations.

## Board of Management remuneration (continued)

### Relationship between accounted remuneration and company's performance

The following table provides an overview of the relationship between accounted remuneration and the company's performance for the past five years:

For the year ended December 31 (€, in thousands)	2020	2021	Change (in %)	2022	Change (in %)	2023	Change (in %)	2024	Change (in %)
Net sales	13,978,452	18,610,994	33.1	21,173,448	13.8	27,558,506	30.2	<b>28,262,877</b>	2.6
Net income based on US GAAP	3,553,670	5,883,177	65.6	5,624,209	(4.4)	7,838,994	39.4	<b>7,571,563</b>	(3.4)
Net income based on EU-IFRS	3,696,813	6,134,595	65.9	6,395,775	4.3	8,115,168	26.9	<b>8,348,971</b>	2.9
ASML share price (closing price on Euronext Amsterdam in €)	397.6	706.7	77.7	503.8	(28.7)	681.7	35.3	<b>678.7</b>	(0.4)
Average number of payroll employees in FTEs	24,727	28,223	14.1	33,071	17.2	38,805	17.3	<b>41,697</b>	7.5
Employee engagement score	n/a	78.0%	n/a	77.9%	(0.1)	80.3%	3.1	<b>78.4%</b>	(2.4)
Remuneration C.D. Fouquet (CEO) <sup>1</sup>	2,975	3,137	5.4	2,798	(10.8)	3,519	25.8	<b>5,432</b>	54.4
Remuneration P.T.F.M. Wennink (former CEO) <sup>2</sup>	4,564	4,820	5.6	4,280	(11.2)	5,941	38.8	<b>4,993</b>	(16.0)
Remuneration M.A. van den Brink (former CEO)	4,564	4,819	5.6	4,279	(11.2)	5,939	38.8	<b>4,985</b>	(16.1)
Remuneration F.J.M. Schneider-Maunoury	2,927	3,158	7.9	2,844	(9.9)	3,574	25.7	<b>4,209</b>	17.8
Remuneration R.J.M. Dassen	3,804	3,800	(0.1)	2,834	(25.4)	3,558	25.5	<b>4,190</b>	17.8
Remuneration W.R. Allan <sup>3</sup>	n/a	n/a	n/a	n/a	n/a	2,071	n/a	<b>3,897</b>	88.2
Remuneration J.P. Koonmen <sup>4</sup>	n/a	n/a	n/a	n/a	n/a	n/a	n/a	<b>2,347</b>	n/a
Average remuneration per FTE based on US GAAP	120	122	1.7	125	2.5	138	10.4	<b>145</b>	5.1
Average remuneration per FTE based on EU-IFRS	120	122	1.7	118	(3.3)	143	21.2	<b>145</b>	1.4
Internal pay ratio (CEO versus employee remuneration based on US GAAP) <sup>5</sup>	38	40	5.3	34	(15.0)	43	26.5	<b>40</b>	(7.0)
Internal pay ratio (CEO versus employee remuneration based on EU-IFRS) <sup>5</sup>	38	40	5.3	36	(10.0)	42	16.7	<b>40</b>	(4.8)

1. Christophe D. Fouquet was appointed as President and CEO of ASML on April 24, 2024. As he was already a member of the Board of Management (BoM), his total remuneration for 2024 is disclosed by taking into account his tenure as both a regular BoM member and as President and CEO of ASML.

2. As announced by ASML on November 30, 2023, Peter T.F.M. Wennink stepped down from his role as President of ASML on April 24, 2024. As a result, the Long-Term Incentive (LTI) expenses for his ongoing LTI plans were accelerated over his remaining service period in 2023 and 2024. For comparison purposes, if Mr. Wennink were to remain in service, his normalized LTI expense would amount to €2,575 thousand in 2023, with an internal pay ratio of 42 based on US GAAP and 40 based on EU-IFRS for the same year.

3. Wayne R. Allan was appointed as a member of the Board of Management on April 26, 2023.

4. James (Jim) P. Koonmen was appointed as a member of the Board of Management on April 24, 2024.

5. The calculation approach of the internal pay ratio is disclosed in the section Relationship between CEO and average remuneration (pay ratio).



## Board of Management remuneration (continued)

### Explanation of changes in company's performance versus remuneration

The foregoing table aims to provide insight into our performance over the past five years and the development of the remuneration. The metrics net sales, net income and share price are used to measure performance, as they are key metrics serving as a good proxy for our general performance, as well as in view of comparability with other companies. Actual remuneration may fluctuate year-on-year depending on actual STI pay-out in any year, as well as the vesting of performance shares (LTI) in any year and the share price at that moment.

We have grown significantly over recent years, which is not only reflected in the number of employees but also in terms of performance. Over the last five years, net sales increased by 202%, net income increased by 218% based on US GAAP (226% based on EU-IFRS) and ASML's share price increased by more than 170%. This shows that our performance has improved significantly, leading to several revisions of the Remuneration Policy for the Board of Management in past years (last update in 2022), resulting in higher base salaries as well as higher target levels of STI and LTI leading to a similar increase in the remuneration over this same period.

### Relationship between CEO and average remuneration (pay ratio)

The internal pay ratio consists of the CEO's total annualized<sup>1</sup> remuneration (including all remuneration components) during 2024 of €5,771 thousand, compared to the average remuneration of all employees. The average remuneration of all employees was calculated taking into account the total employee personnel expenses (wages and salaries + social security expenses + pension and retirement expenses + share-based payments), divided by the average number of payroll employees in FTE = €6,037.4 million divided by 41,697 = €145 thousand. This ratio has neither been prepared to comply with the Pay Ratio Disclosure requirements under SEC regulations nor with the ESRS requirements<sup>2</sup>. The ratio is based on the highest-paid individual according to accounting values consisting of fixed and variable remuneration elements compared to the average remuneration of all employees that are in service with the company, which excludes all other Board of Management members. This calculation approach brings the ratio more into line with the requirements of the Corporate Governance Code.

1. Remuneration reflects the 2024 remuneration of the current CEO.

2. For the annual total remuneration ratio in accordance with ESRS, we refer to the Sustainability statements.

The internal pay ratio (CEO versus employee remuneration) based on US GAAP decreased to 40:1 in 2024 (2023: 43:1) and based on EU-IFRS decreased to 40:1 in 2024 (2023: 42:1). The decrease is mainly a result of Mr. Wennink's retirement since his remaining expected LTI expenses were accelerated over his remaining service period in 2023.

We intend to grant competitive remuneration to employees at all position levels. At each level remuneration should reflect the responsibilities of the role. The build-up of remuneration from level to level should therefore be gradual and in line with increasing responsibilities, as well as following market practice. At the highest level the steps become gradually bigger as responsibilities ultimately rise from a divisional level to an overall company level. The Supervisory Board considers the current build-up and the overall pay ratio to be equitable, considering our current performance.

# Supervisory Board remuneration

In this section of the Remuneration Report, we provide an overview of the 2023 Remuneration Policy for the Supervisory Board and remuneration amounts as both adopted by the General Meeting on April 26, 2023, and as in force from April 1, 2023 onwards. We also provide information about the implementation of the 2023 Remuneration Policy in 2024 by giving details of the members' actual remuneration in 2024. The 2023 Remuneration Policy and remuneration amounts can both be found in the Governance section of our website.

## Remuneration Policy

### Remuneration objectives and principles

The 2023 Remuneration Policy for the Supervisory Board is designed to enable ASML to attract and retain qualified Supervisory Board members, who together compose a diverse and balanced Supervisory Board with the appropriate level of skills, competencies and experience required to properly supervise (the execution of) our strategy and performance, which is focused on the creation of sustainable long-term value for all stakeholders.

The Remuneration Policy for the Supervisory Board is built on the following principles:

- **Competitiveness** – The remuneration structure and levels intend to be competitive in the relevant market, while at the same time taking into account societal trends and perceptions.
- **Alignment** – The policy is benchmarked to market practice.
- **Fairness** – The remuneration should reflect the time spent and the responsibilities of the members.
- **Independence** – The remuneration of a member may not be made dependent on the results of the company.
- **Compliance** – ASML adopts the highest standards of good corporate governance.
- **Simplicity and transparency** – The Remuneration Policy and its execution are as simple as possible and easily understandable for all stakeholders.

### Reference group and market positioning

The remuneration of the Supervisory Board should be competitive compared with a relevant reference market. This market is defined using a reference group of companies with a two-tier board structure included in the AEX Index of Euronext Amsterdam. To determine the appropriate positioning within this group, market cap, revenue and number of employees are taken into account. In addition, given the international character of ASML and our Supervisory Board, market benchmark is also conducted against the international Board of Management reference group to provide broader market reference and context.

## Supervisory Board remuneration (continued)

### Summary of Remuneration of the Supervisory Board

This table provides an overview of the 2023 and 2024 implementation of the Remuneration Policy for the Supervisory Board and remuneration amounts of the members of the Supervisory Board as both adopted at the 2023 AGM.

Fixed remuneration			
Description in 2023 Remuneration Policy	2023	2024	
Fixed remuneration paid in cash including a base membership fee, committee fees and additional compensation contingent on Supervisory Board members' activities and responsibilities.	Chair of Supervisory Board	€140,000	€140,000
	Vice Chair of Supervisory Board	€100,000	€100,000
	Member of Supervisory Board	€80,000	€80,000
	Chair Audit Committee	€27,000	€27,000
	Member Audit Committee	€18,000	€18,000
	Chair of other committees	€22,000	€22,000
	Member of other committees	€16,000	€16,000
Extra allowance for intercontinental meetings			
Description in 2023 Remuneration Policy	2023	2024	
Extra, fixed allowance paid in connection with additional time commitment for intercontinental travel.	For each meeting that involves intercontinental travel.	€5,000	€5,000
Expenses			
Description in 2023 Remuneration Policy	2023	2024	
Expenses incurred in relation to meeting attendance are reimbursed. In addition, a fixed net cost allowance is paid, covering certain pre-defined out-of-pocket expenses.	Fixed net cost allowance		
	Chair of Supervisory Board	€1,980	€1,980
	Member of Supervisory Board	€1,380	€1,380
Remuneration in special circumstances			
The Supervisory Board may, upon recommendation of the Remuneration Committee, grant additional remuneration in special circumstances. This may concern granting increased Supervisory Board and/or committee fees, depending on the character of the circumstances – for instance, if there were a significant increase in time investment by its members.	The additional annual remuneration per member will be capped at one time the amount of the annual Supervisory Board membership fee payable to such member.		
	The Supervisory Board considers an increase of at least 25% a significant increase in time investment.		

### Loans and guarantees

Description	Value
No (personal) loans or guarantees or the like will be granted.	Not applicable

### Shares and share ownership

Description	Value
No (rights to) shares are granted by way of remuneration. Any holding of ASML shares is for the purpose of long-term investment. Any trading activity is subject to our Insider Trading Rules.	Not applicable

### Other arrangements

Description	Value
(Re)appointment based on Dutch law and our Articles of Association. No clawback, severance or change in control arrangements is in place.	Not applicable

## Supervisory Board remuneration (continued)

### Remuneration of the Supervisory Board in 2024

Overview of the remuneration of the Supervisory Board members based on incurred accounting expenses over the last five years (amounts are in € thousands):

Supervisory Board member	Membership fees 2024	Committee fees 2024	Allowances 2024 <sup>1</sup>	Ratio fixed/variable 2024	Total remuneration 2024	Total remuneration 2023	Total remuneration 2022	Total remuneration 2021	Total remuneration 2020
T.L. Kelly	80	38	11	1.0	129	137	126	107	88
A.P. Aris	100	48	6	1.0	154	152	144	127	95
B.M. Conix	80	40	6	1.0	126	109	99	63	n/a
D.M. Durcan	80	38	26	1.0	144	137	126	112	57
D.W.A. East	80	34	6	1.0	120	119	99	93	59
N.S. Andersen	140	40	7	1.0	187	123	n/a	n/a	n/a
J.P. de Kreij	80	43	6	1.0	129	85	n/a	n/a	n/a
A.F.M. Everke	80	32	6	1.0	118	104	66	n/a	n/a
A.L. Steegen	80	32	6	1.0	118	109	66	n/a	n/a
<b>Total</b>	<b>800</b>	<b>345</b>	<b>80</b>	<b>1.0</b>	<b>1,225</b>	1,075	726	502	299

1. Allowances consist of fixed-expense allowances and allowances for intercontinental meetings.

No pay has been granted in 2024 pursuant to the 'Remuneration in special circumstances clause' as included in the 2023 Remuneration Policy for the Supervisory Board. No variable pay has been granted to the current and former members during the last five years. The remuneration of the Supervisory Board is not directly linked to the performance of ASML, in line with the remuneration principles set out in the 2023 Remuneration Policy for the Supervisory Board.

### Remuneration of former Supervisory Board members

Overview of the remuneration awarded to the former Supervisory Board members in 2024, 2023 and 2022 (amounts are in € thousands):

Former Supervisory Board member	Total remuneration 2024	Total remuneration 2023	Total remuneration 2022
G.J. Kleisterlee	n/a	61	190
R.D. Schwalb	n/a	37	116
J.M.C. Stork	n/a	n/a	40
<b>Total</b>	<b>n/a</b>	98	346



# Other Information

## Total remuneration

The total annual remuneration for the members of the Board of Management and the Supervisory Board members (current and former) during 2024 amounts to €31.3 million (2023: €25.8 million).

## Other arrangements

No remuneration has been granted for (supervisory) directorships or other positions of Board of Management members in subsidiaries of ASML or other companies whose financials are consolidated by ASML, in accordance with the agreements with the members of the Board of Management.

No (personal) loans have been granted to the members of the Board of Management or the Supervisory Board and no guarantees or the like have been granted in favor of any of the members of the Board of Management and the Supervisory Board.

No severance payments were granted to members of the Board of Management and the Supervisory Board in 2024.

## Clawback

ASML has implemented the clawback provisions as laid down in the Dutch Civil Code in the agreements with the members of the Board of Management. Furthermore, in order to comply with the rules implementing incentive-based compensation recovery (clawback) as issued by the SEC and Nasdaq, the Supervisory Board adopted the ASML Clawback Policy under US/Nasdaq Rules. This policy has been filed as an exhibit to ASML's 2023 Annual Report on Form 20-F and is incorporated by reference into this report.

No variable remuneration has been clawed back during 2024.

## Deviations

In 2024, no deviations took place from the decision-making process for the implementation of the applicable remuneration policies for the Board of Management and the Supervisory Board and no temporary deviations took place.

## Shareholder voting

At the 2024 AGM, the Remuneration Report for the financial year 2023 was submitted to the 2024 AGM for an advisory vote. 94.10% of the votes were cast in favor. In the Message from the Remuneration Committee Chair at the beginning of this Remuneration Report, we discuss how we have taken into account the feedback received on Board of Management and Supervisory Board remuneration.

This Remuneration Report will be submitted to the 2025 AGM for an advisory vote in line with Dutch law.