

Agenda for the Annual General Meeting of ASML Holding N.V. (“ASML” or the “Company”) to be held at the Twinscan Auditorium, ASML Building 7, De Run 6665, Veldhoven, the Netherlands, on Wednesday 23 April 2025, starting at 10.00 am CET (the “AGM”).

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| | a) Proposal to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor to issue an independent auditor’s opinion on ASML’s financial statements for the reporting year 2026 | |
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| 10. | Proposals to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares, as well as to restrict or exclude the pre-emption rights accruing to shareholders:
a) Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances
b) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with the authorizations referred to in item 10 a) | Voting items |
| 11. | Proposal to authorize the Board of Management to repurchase ordinary shares up to 10% of the issued share capital | Voting item |
| 12. | Proposal to cancel ordinary shares | Voting item |
| 13. | Any other business | Non-voting |
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Explanatory Notes to the Agenda

1. Opening

2. Overview of the Company's business, financial situation and ESG sustainability [Non-voting item]

This agenda item includes an account of the Company's business, financial situation and ESG sustainability during the financial year 2024.

3. Financial statements, results and dividend

This agenda item consists of three voting items and one non-voting item

a) Advisory vote on the remuneration report for the Board of Management and the Supervisory Board for the financial year 2024 [Voting item]

The Company has prepared the remuneration report for the Board of Management and the Supervisory Board for the financial year 2024 in accordance with the statutory requirements. Pursuant to Dutch law, the 2024 remuneration report will be submitted to the General Meeting for an advisory vote. The 2024 remuneration report has been published as part of the 2024 Annual Report and is also published separately on the Company's website (www.asml.com/agm2025).

b) Proposal to adopt the financial statements of the Company for the financial year 2024, as prepared in accordance with Dutch law [Voting item]

The Company has prepared two sets of financial statements, one based on accounting principles generally accepted in the United States of America ("US GAAP"), and one based on International Financial Reporting Standards ("IFRS") and Dutch law.

For internal and external reporting purposes, the Company follows US GAAP. US GAAP is ASML's primary accounting standard. However, the Company's financial statements based on IFRS and Dutch law are the annual accounts that are required for Dutch statutory purposes and are being submitted to the General Meeting for adoption.

The 2024 Annual Report, including the financial statements based on IFRS and Dutch law, has been published on the Company's website (www.asml.com/agm2025) and is also available via the Company.

c) Clarification of the Company's reserves and dividend policy [Non-voting item]

The Board of Management will explain the Company's reserves and dividend policy as outlined in the Company's 2024 Annual Report. As part of ASML's financing policy to return excess cash to shareholders through dividends and share buybacks or capital repayment, the Company aims to distribute a dividend that will be growing over time, paid quarterly.

d) Proposal to adopt a dividend in respect of the financial year 2024 [Voting item]

ASML intends to declare a total dividend for 2024 of EUR 6.40 per ordinary share. Recognizing the interim dividend paid in February 2025 and the two interim dividends paid in 2024, each EUR 1.52 per ordinary share, this leads to a final dividend proposal to the General Meeting of EUR 1.84 per ordinary share (for a total amount of approximately EUR 715M). This is a 4.9% increase per ordinary share compared to 2023. The proposed total dividend per ordinary share represents approximately 33% of earnings per share in 2024.

The relevant dates for the final dividend have been set as follows:

Ex-dividend Euronext	25 April 2025
Ex-dividend date Nasdaq	28 April 2025
Fixing date EUR/USD conversion EUR / USD conversion	28 April 2025
Record date Euronext & Nasdaq	28 April 2025
Dividend payment date	6 May 2025

4. Discharge

This agenda item consists of two voting items

a) Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2024 [Voting item]

It is proposed to discharge the members of the Board of Management in office in 2024 from all liability in relation to the exercise of their duties in the financial year 2024.

b) Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2024 [Voting item]

It is proposed to discharge the members of the Supervisory Board in office in 2024 from all liability in relation to the exercise of their duties in the financial year 2024.

5. Proposal to approve the number of shares for the Board of Management

This agenda item concerns the proposal to approve the number of ordinary shares available for the Board of Management. Furthermore, the Company proposes to the General Meeting to designate the Board of Management as the body authorized to issue the ordinary shares as mentioned below, subject to the approval of the Supervisory Board. This authorization is a separate authorization from the authorization as referred to in agenda item 10, and will be requested for the period starting from the 2025 AGM (i.e. 23 April 2025) up to the AGM to be held in 2026.

The maximum available number of ordinary shares for the Board of Management members that the Company hereby submits for approval to the General Meeting amounts to 170,000 (one hundred seventy thousand) ordinary shares for the abovementioned period.

The actual number of ordinary shares that will be granted to the Board of Management members will be determined in accordance with the performance share arrangement as incorporated in the applicable remuneration policy for the Board of Management. The maximum available number of ordinary shares referred to in this agenda item should be considered as the maximum reservation that could be needed to execute the remuneration policy for the Board of Management in the abovementioned period.

For further information on the performance share arrangement for the Board of Management reference is made to the remuneration policy for the Board of Management.

6. Proposal to adopt the revised remuneration policy for the Board of Management

The current remuneration policy for the Board of Management (the “**Remuneration Policy**”) was adopted by the General Meeting at the 2022 AGM and builds on the previous policies made.

ASML typically conducts a remuneration benchmark every two years, which may be followed by the implementation of certain changes to the Remuneration Policy. In line with that practice, and following the leadership transition in 2024, an extensive review of the Remuneration Policy was undertaken in 2024 to identify whether it was desirable to implement any changes. The conclusion was that certain changes were warranted, and the Supervisory Board, upon recommendation of the Remuneration Committee, therefore proposes to amend the Remuneration Policy. If adopted, the amended Remuneration Policy will be effective as per 1 January 2025.

The proposal to amend the Remuneration Policy is made following an extensive consultation with shareholders and other stakeholders. The Works Council of ASML Netherlands B.V. (the “**Works Council**”) has been provided with the opportunity to determine its position and provide advice on the proposed amendment of the Remuneration Policy. Reference is made to the document “Stakeholder feedback on the proposal to amend the Remuneration Policy of the Board of Management of ASML Holding N.V.”, which is available on ASML’s website (www.asml.com/agm2025).

For the full text of the proposed new Remuneration Policy including the rationale for amending the Remuneration Policy, reference is made to the Remuneration Policy for the Board of Management (version 2025) as published on ASML's website (www.asml.com/agm2025).

7. Proposal to amend the remuneration of the members of the Supervisory Board

The Supervisory Board, upon recommendation of the Remuneration Committee, proposes to make certain changes to the remuneration payable to the members of the Supervisory Board, with effect from 1 April 2025. The proposed increase is in line with the Remuneration Policy for the Supervisory Board (version 2023) (the "**Supervisory Board Remuneration Policy**").

In accordance with the Supervisory Board Remuneration Policy, the remuneration of the Supervisory Board should be competitive as compared to a relevant reference market. ASML typically conducts a remuneration benchmark every two years, which may be followed by the implementation of certain changes to Supervisory Board remuneration.

Given ASML's listing in the Netherlands, the primary reference group has been defined as consisting of the companies with a two-tier board structure listed on the AEX Index on the Euronext Amsterdam Stock Exchange. To determine the positioning in this group, market cap, revenue and number of employees are taken into account.

The current Supervisory Board fees were adopted in 2023. The 2023 Supervisory Board fees were based on available remuneration market data from 2022 and 2021 as well as on ASML's company size among AEX companies in 2021. It should be noted that ASML has grown significantly since then.

In 2024 a benchmark was performed. The outcome was that, within the AEX two-tier reference group, ASML now positions at the 87th percentile in terms of the parameters mentioned above, reflecting significant growth in ASML's size since the previous market benchmark. In addition, given the international character of ASML and ASML's Supervisory Board, and to provide a broader market reference and context, a benchmark was also carried out of the Supervisory Board remuneration against the non-executive remuneration of the international reference group that is also used for the Board of Management remuneration benchmarking. Against this international benchmark, ASML's Supervisory Board fees stack up as relatively modest.

Furthermore, in reviewing its remuneration, the Supervisory Board also took into account that ASML's business and the context in which ASML operates, have become more complex over the past years. As a result, the level of complexity in supervising the (execution of the) strategy and the performance of ASML has also increased significantly.

Finally, the Supervisory Board considered the societal context when reviewing its remuneration. In addition to defining a primary reference group consisting only of two-tier companies listed on the Dutch AEX Index rather than an international reference group, the Supervisory Board also considered the development of remuneration of the Dutch ASML workforce and companies of societal relevance in the Netherlands. The Supervisory Board also engaged with stakeholders about the proposed amendment of its remuneration.

Taking into account the facts and circumstances set out above, the Supervisory Board proposes to increase the Supervisory Board remuneration to retain market competitiveness, while at the same time taking into consideration the societal context. The Supervisory Board furthermore proposes to no longer include a fixed expense allowance arrangement for Supervisory Board Chair and members, because this is no longer the predominant market practice.

Based on its review, the Supervisory Board proposes to the General Meeting to amend the following fees of the Supervisory Board's annual remuneration:

Position	Current fee payable	Proposed fee
Chair Supervisory Board	EUR 140,000	EUR 165,000
Vice-Chair Supervisory Board	EUR 100,000	EUR 125,000
Member Supervisory Board	EUR 80,000	EUR 105,000
Chair Audit Committee	EUR 27,000	EUR 32,000
Member Audit Committee	EUR 18,000	EUR 22,000
Chair other committees	EUR 22,000	EUR 26,000
Member other committees	EUR 16,000	EUR 18,000

Additional remuneration elements	Current fee payable	Proposed fee
Extra allowance for intercontinental meetings	EUR 5,000 per meeting	EUR 5,000 per meeting
Expense allowance arrangement Supervisory Board member	EUR 1,380 per year	No longer applicable
Expense allowance arrangement Chair Supervisory Board	EUR 1,980 per year	No longer applicable

If this agenda item is not adopted, the current fees payable to the Supervisory Board members will remain applicable.

8. Composition of the Supervisory Board

This agenda item consists of two voting items and one non-voting item.

Introduction to agenda item 8

As announced at the AGM held on 24 April 2024, the Supervisory Board gives notice that Ms. B.M. (Birgit) Conix and Ms. A.P. (Annet) Aris will retire by rotation per the date of the 2025 AGM due to the end of their appointment terms. Ms. Conix has informed the Supervisory Board that she is available for reappointment after the completion of her current term. Ms. Aris has informed the Supervisory Board that she will not stand for re-election after the completion of her current term. Ms. T.L. Kelly has been elected as the Vice-Chair of the Supervisory Board, following the retirement of Ms. Aris.

a) Proposal to re-appoint Ms. B.M. Conix as a member of the Supervisory Board [Voting item]

The Supervisory Board intends to nominate Ms. Conix for re-appointment as a member of the Supervisory Board per the date of the 2025 AGM. Ms. Conix is intended to remain the Chair of the ESG Committee and a member of the Audit Committee once reappointed.

Ms. Conix became a member of ASML's Supervisory Board in 2021. Ms. Conix was CFO and member of the Management Board of Sonova Holding AG from June 2021 until and including January 2025. From 2018 until January 2021, she was a member of the Executive Board and CFO of TUI AG. Prior to that, she was the CFO of the Belgian media, cable and telecommunications company Telenet Group NV. Ms. Conix also held various management positions in finance at Johnson & Johnson, Heineken, Tenneco and Reed Elsevier. Ms. Conix holds an MBA from the Booth School of Business, University of Chicago and a Master of Science in Business Economics from the University of Tilburg. Ms. Conix has been a non-executive director at AstraZeneca PLC since 1 February 2025.

The Supervisory Board nominates Ms. Conix for reappointment in view of her contributions to the Supervisory Board in the past four years and the way in which she fulfills her roles as Chair of the ESG Committee and member of the Audit Committee. The Supervisory Board is convinced that it will continue to benefit from Ms. Conix' knowledge, experience and leadership capabilities, particularly her global business and financial experience. Ms. Conix is independent as defined by the Dutch Corporate Governance Code as well as under Nasdaq rules.

Details relating to Ms. Conix

Name:	B.M. (Birgit) Conix
Nationality:	Belgian
Born:	1965
Profession:	Former CFO
Other positions:	non-executive board member at AstraZeneca PLC
Number of shares in ASML:	0

The re-appointment will be for a period of four years (therefore until the 2029 AGM) in accordance with the Company's Articles of Association.

The General Meeting has not made any recommendations for the filling of this vacancy and the Works Council has not recommended any candidate to fill this position either. The Works Council has been timely provided with the opportunity to determine its position on the nomination of Ms. Conix for reappointment as a member of the Supervisory Board and has notified the Supervisory Board that it is in favor thereof.

If the General Meeting resolves to re-appoint Ms. Conix, the re-appointment will be effective per the date of the 2025 AGM (i.e. 23 April 2025).

b) Proposal to appoint Ms. C.E.G. van Gennip as a member of the Supervisory Board [Voting item]

The Supervisory Board intends to nominate C.E.G. (Karien) van Gennip for appointment as a member of the Supervisory Board per the date of the 2025 AGM, based on the enhanced recommendation right to recommend a candidate by the Works Council. Furthermore, Ms. Van Gennip is intended to be elected as a member of the ESG Committee and the Remuneration Committee once appointed.

Ms. Van Gennip has an educational background in physics from Delft University of Technology and holds an MBA from INSEAD. In the early stages of her professional career, Ms. Van Gennip worked for McKinsey & Company, after which she transitioned to leadership roles in the public domain and in finance. Ms. Van Gennip served as a Director Supervision at the Dutch Authority for Financial Markets (2002-2003), as Secretary of State of Economic Affairs/ Minister for Foreign Trade in the Dutch government (2003-2007) and she was a member of Dutch Parliament (2006-2008). Ms. Van Gennip held various management positions at ING between 2008 and 2020, lastly as the CEO of ING France, and she served as the CEO of VGZ, one of the largest healthcare insurers in the Netherlands from November 2020 until January 2022. Between January 2022 and July 2024, Ms. Van Gennip served as the Minister of Social Affairs and Employment and Deputy Prime Minister in the Dutch government. Ms. Van Gennip is independent as defined by the Dutch Corporate Governance Code as well as under Nasdaq rules.

Details relating to Ms. Van Gennip:

Name:	C.E.G. (Karien) van Gennip
Nationality:	Dutch
Born:	1968
Profession:	Former Minister and former CEO
Other positions:	None
Number of shares in ASML:	0

The appointment will be for a period of four years (therefore until the 2029 AGM) in accordance with the Company's Articles of Association.

The General Meeting has not made any recommendations for the filling of this vacancy. The Works Council has an enhanced recommendation right with respect to the appointment to the seat becoming vacant due to the retirement by rotation of Ms. Aris pursuant to article 21.5 of the Company's Articles of Association. The Works Council has informed the Supervisory Board that it uses its enhanced recommendation right to recommend Ms. Van Gennip for appointment.

The Supervisory Board nominates Ms. Van Gennip for appointment as a member of the Supervisory Board fully in alignment with the recommendation of the Works Council, especially because of her broad

background and rich experience spanning professional services, financial services, and public policy. Ms. Van Gennip fits very well in the profile of the current vacancy, and the Supervisory Board expects that Ms. Van Gennip will bring great value and new perspectives to the Supervisory Board given her extensive experience and diverse skill set.

If the General Meeting resolves to appoint Ms. Van Gennip, the appointment will be effective per the date of the 2025 AGM (i.e. 23 April 2025).

c) Composition of the Supervisory Board in 2026 [Non-voting item]

The Supervisory Board gives notice that Ms. T.L. (Terri) Kelly, Mr. A.F.M. (Alexander) Everke and Ms. A.L. (An) Steegen will retire by rotation per the date of the 2026 AGM, as their terms of appointment will end per that date.

9. Appointment external auditor

This agenda item consists of two voting items

a) Proposal to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor to issue an independent auditor's opinion on ASML's financial statements for the reporting year 2026 [Voting item]

In 2023 PricewaterhouseCoopers Accountants N.V. ("PwC") was appointed as the external auditor for the reporting year 2025. The Supervisory Board proposes, following the recommendation by its Audit Committee, to appoint PwC as its external auditor to issue an independent auditor's opinion on ASML's financial statements for the reporting year 2026.

The Supervisory Board submits this proposal taking into consideration various factors also considered when selecting PwC as ASML's new external auditor in 2023, including the 'fit' with the audit partner and the audit team, the level of innovation in audit approach, the experience with the high tech industry, quality and reference rating, the planned involvement of experts, the international network of the audit firm, as well as the smooth transition process and positive first experiences during the 2025 reporting year.

b) Proposal to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor to carry out the assurance of ASML's sustainability statements for the reporting years 2025 and 2026 [Voting item]

In anticipation of the transposition of the EU Corporate Sustainability Reporting Directive ("CSRD") into Dutch law and provided that the CSRD implementation bill takes effect for the reporting years 2025 and 2026, the Supervisory Board, following the recommendation by its Audit Committee, proposes to appoint PwC as the external auditor to carry out the assurance review of, and issue a limited assurance opinion on, ASML's sustainability statements for the reporting years 2025 and 2026.

10. Proposals to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares, as well as to restrict or exclude the pre-emption rights accruing to shareholders.

This agenda item consists of two voting items

a) Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances [Voting item]

It is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 23 April 2025 up to and including 23 October 2026) and subject to the approval of the Supervisory Board, to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes and up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances. In both cases, the authorization is limited to a maximum of 5% of ASML's issued share capital per 23 April 2025. If this authorization is approved by the General Meeting, the existing authorization as granted per 24 April 2024 will cease to apply.

b) Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with the authorizations referred to in item 10 a) [Voting item]

It is proposed to authorize the Board of Management for a period of 18 months from the date of the AGM (i.e. from 23 April 2025 up to and including 23 October 2026) and subject to the approval of the Supervisory Board, to restrict or exclude pre-emption rights in relation to the issue of ordinary shares or the granting of rights to subscribe for ordinary shares as described under 10 a. pursuant to the Company's Articles of Association, if less than 50% of the issued capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt this proposal. If this authorization is approved by the General Meeting, the existing authorization as granted per 24 April 2024 will cease to apply.

This is an annually recurring agenda item because the Board of Management considers it in the interest of the Company and its shareholders to be able to react in a timely manner when certain opportunities arise that require the issue of shares. Therefore, the Board of Management would like to have the authority to issue shares when such occasions occur, and to exclude the pre-emption rights in situations where it is imperative to be able to act quickly, without having to request the prior approval of the Company's shareholders, for which an extraordinary shareholders' meeting would have to be convened which would take valuable time or could create disruptive market speculations.

In the past, this agenda item was for example used in relation to acquisitions. The opportunity to enter into this type of transaction may be limited if ASML needs to request prior approval to issue shares and/or exclude shareholders' pre-emption rights.

Introduction to agenda items 11 and 12:

ASML aims to have flexibility in the execution of a return of capital to its shareholders. To enable such flexibility, ASML requests the General Meeting to mandate further share repurchases as well as to further authorize cancellation of ordinary shares to be able to execute share buyback programs, if the Company decides to do so.

As part of ASML's financing policy to return excess cash to shareholders through dividends and share buybacks or capital repayment, subject to ASML's actual and anticipated level of liquidity requirements and other relevant factors, the Company announced on 10 November 2022 a share buyback program to be executed within the 2022 - 2025 time frame. As part of this program, ASML intends to repurchase shares up to an amount of €12 billion, of which the Company expects a total of up to 2 million shares will be used to cover employee share plans. ASML intends to cancel the remainder of the shares repurchased. The share buyback program has replaced the previous €9 billion share buyback program 2021-2023 which was completed on 18 October 2022. The share buyback program will be executed within the limitations of the authority granted by the General Meeting from time to time.

11. Proposal to authorize the Board of Management to repurchase ordinary shares up to 10% of the issued share capital

It is proposed to renew the authorization of the Board of Management to repurchase ordinary shares for a period of 18 months effective per the date of the 2025 AGM (i.e. 23 April 2025) up to and including 23 October 2026. Provided that the General Meeting grants this new authorization, the existing authorization to repurchase ordinary shares as granted per 24 April 2024 will cease to apply.

In order to realize share buybacks and to have further flexibility in the execution of a return of capital to the shareholders, it is proposed to authorize the Board of Management for a period of 18 months from 23 April 2025, to acquire - subject to the approval of the Supervisory Board - ordinary shares in the Company's share capital up to 10% of the issued share capital at of the date of the 2025 AGM (i.e. 23 April 2025).

Share buybacks may, among other transaction formats, take place on the open market, through privately negotiated purchases, in self-tender offers, or through accelerated repurchase arrangements. Shares

may be repurchased at a price between an amount equal to the nominal value of the ordinary shares and an amount equal to 110% of the market price of these ordinary shares on Euronext Amsterdam or NASDAQ (excluding any expenses). The market price is defined as the average of the daily highest price of the ordinary shares on Euronext Amsterdam (“**Euronext Amsterdam**”) or the NASDAQ Stock Market LLC (“**NASDAQ**”) during each of the five trading days prior to the date of the acquisition, as shown in the Official Price List of Euronext Amsterdam or as reported on NASDAQ, provided that for self-tender offers, accelerated repurchase arrangements and other similar repurchase programs as determined by the Board of Management, the market price shall be the average of the daily highest price of the ordinary shares on Euronext Amsterdam or NASDAQ during a period as determined by the Board of Management, which shall be at least one trading day.

If this authorization is approved by the General Meeting, the existing authorization as granted per 24 April 2024 will cease to apply.

Provided that the General Meeting grants this authorization, the Company may repurchase its issued ordinary shares at any time during this 18-month period. Repurchased ordinary shares will be cancelled on a regular basis, provided that the General Meeting resolves to cancel these ordinary shares (agenda item 12).

Any repurchase of shares is subject to the approval of the Supervisory Board.

12. Proposal to cancel ordinary shares

As outlined above, the number of ordinary shares ASML may at any time hold in its own capital may not exceed 10% of the issued share capital at the date of the authorization (23 April 2025). It is proposed to the General Meeting to cancel any or all ordinary shares in the share capital of the Company held or repurchased by the Company under the authorization referred to under agenda item 11, to the extent that such ordinary shares are not used to cover obligations under employee equity plans. This cancellation may be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) will be determined by the Board of Management, but may not exceed 10% of the issued share capital at 23 April 2025. Pursuant to the relevant statutory provisions, cancellation may not be effectuated until two months after the resolution to cancel has been adopted and publicly announced (this will apply to each tranche).

13. Any other business

14. Closing