

UNOFFICIAL ENGLISH TRANSLATION OF THE PROPOSALS TO AMEND THE ARTICLES OF ASSOCIATION OF BE SEMICONDUCTOR INDUSTRIES N.V.

as such will be proposed to the general meeting of shareholders to be held in Duiven, the Netherlands, on April 26, 2018.

It is proposed to amend the articles of association of BE Semiconductor Industries N.V. twice.

In relation to the first amendment of the articles:

The left column shows the current text of the relevant provisions of the articles of association to be amended. The middle column shows the proposed amendments. The right column provides for a short explanation to the proposed amendments.

In relation to the second amendment of the articles:

The left column shows the text (as it reads following the first amendment of the articles becoming effective) of the relevant provisions of the articles of association to be amended. The middle column shows the proposed amendments. The right column provides for a short explanation to the proposed amendments.

CURRENT TEXT

Article 4.

1. The company's authorized capital amounts to one million six hundred thousand euro (EUR 1,600,000.-).
2. It is divided into one hundred sixty million (160,000,000) shares, each with a nominal value of one eurocent (EUR 0.01) consisting of eighty million (80,000,000) ordinary shares and eighty million (80,000,000) preference shares. Where these articles of association refer to shares and shareholders, these shall be understood to refer to the aforementioned classes and holders thereof, unless the contrary is indicated.

PROPOSED AMENDMENT IN RELATION TO THE INCREASE OF THE NOMINAL VALUE PER SHARE

Article 4.

1. The company's authorized capital amounts to three million two hundred thousand euro (EUR 3,200,000.-).
2. It is divided into one hundred sixty million (160,000,000) shares, each with a nominal value of two eurocents (EUR 0.02) consisting of eighty million (80,000,000) ordinary shares and eighty million (80,000,000) preference shares. Where these articles of association refer to shares and shareholders, these shall be understood to refer to the aforementioned classes and holders thereof, unless the contrary is indicated.

EXPLANATORY NOTES

As a first step of the proposed stock split, the nominal value per ordinary share and preference share in the share capital of BE Semiconductor Industries N.V. will be increased from € 0.01 to € 0.02. As a consequence of the increase of the nominal value per ordinary share and preference share, the authorized capital will need to be increased accordingly.

TEXT FOLLOWING THE AMENDMENT IN RELATION TO THE INCREASE OF THE NOMINAL VALUE PER SHARE (AS DESCRIBED ABOVE)

Article 4.

1. The company's authorized capital amounts to three million two hundred thousand euro (EUR 3,200,000.-).
2. It is divided into one hundred sixty million (160,000,000) shares, each with a nominal value of two eurocents (EUR 0.02) consisting of eighty million (80,000,000) ordinary shares and eighty million (80,000,000) preference shares. Where these articles of association refer to shares and shareholders, these shall be understood to refer to the aforementioned classes and holders thereof, unless the contrary is indicated.

PROPOSED AMENDMENT IN RELATION TO THE DECREASE OF THE NOMINAL VALUE PER SHARE AND STOCK SPLIT

Article 4.

1. The company's authorized capital amounts to three million two hundred thousand euro (EUR 3,200,000.-).
2. It is divided into three hundred twenty million (320,000,000) shares, each with a nominal value of one eurocent (EUR 0.01) consisting of one hundred sixty million (160,000,000) ordinary shares and one hundred sixty million (160,000,000) preference shares. Where these articles of association refer to shares and shareholders, these shall be understood to refer to the aforementioned classes and holders thereof, unless the contrary is indicated.

EXPLANATORY NOTES

Following the increase of the nominal value per ordinary share and preference share (as described above) becoming effective and as the final step of the proposed stock split, the nominal value per ordinary share and preference share in the share capital of BE Semiconductor Industries N.V. will be decreased again from € 0.02 to € 0.01 and each issued ordinary share will be split into two ordinary shares.