



BE Semiconductor Industries N.V.

Convocation notice for the Annual General Meeting of Shareholders

to be held on Thursday April 26, 2018 at 10.30 a.m. at the offices of
BE Semiconductor Industries N.V. ("Beside" or the "Company"),
Ratio 6, 6921 RW Duiven, the Netherlands.

Agenda

The agenda for the Annual General Meeting of Shareholders contains the following items:

1. Opening
2. Consideration of the Annual Report 2017, including the annual accounts 2017 (discussion)
3. Corporate governance (discussion)
4. Explanation of the application of the Remuneration Policy in 2017 (discussion)
5. Adoption of the annual accounts 2017 (voting)
6. Dividend
 - a. Reservation and dividend policy (discussion)
 - b. Declaration of dividend (voting)
7. Discharge
 - a. Discharge of the member of the Board of Management for his responsibilities (voting)
 - b. Discharge of the Supervisory Directors for their responsibilities (voting)
8. Appointment of Supervisory Directors
 - a. Appointment of Mr Niek Hoek as Supervisory Director (voting)
 - b. Appointment of Mr Carlo Bozotti as Supervisory Director (voting)
9. Remuneration Supervisory Directors (voting)
10. Capital increase and stock split
 - a. Proposal to increase the nominal value per share (voting)
 - b. Proposal to subsequently effect a stock split (voting)
 - c. Proposal to amend the articles of association (voting)
11. Authorization of the Board of Management to (i) issue ordinary shares and grant rights to subscribe for ordinary shares and (ii) exclude or restrict pre-emptive rights in relation to ordinary shares and rights to subscribe for ordinary shares (voting)
12. Authorization of the Board of Management to acquire shares in the Company's share capital (voting)
13. Appointment of the external auditor for the financial years 2018 – 2021 (voting)
14. Any other business
15. Closing

The agenda for the Annual General Meeting of Shareholders with explanatory notes, the Annual Report 2017, including the annual accounts 2017, the information in respect of the Supervisory Directors to be appointed required to be submitted under Section 2:142 (3) of the Dutch Civil Code and the proposed amendment of the articles of association, including explanatory notes thereto, are available for inspection at the offices of the Company, Ratio 6, 6921 RW Duiven, the Netherlands, tel. (+31) 26 3194500, email: info@beside.com, and at the offices of ABN AMRO Bank N.V. ("ABN AMRO"), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, tel. (+31) 20 3442000, email: corporate.broking@nl.abnamro.com, and will be distributed free of charge upon request to the Company's shareholders and others who are entitled to attend the Annual General Meeting of Shareholders. The information is also available on the Company's website: www.beside.com.



Registration

For this meeting the persons who will be considered as entitled to vote and/or attend the meeting are those persons who on Thursday March 29, 2018 (the "Registration Date"), after all entries and deletions as at that date have been processed, are registered as such in a (sub)register designated by the Board of Management and who have followed the registration procedure set out below. The designated (sub)registers are the records as at the Registration Date of the intermediaries as defined in the Dutch Giro Securities Transfer Act (*Wet giraal effectenverkeer*) (the "Intermediaries"). For holders of shares not administered via an Intermediary, the designated (sub)register is the Company's register of shareholders.

Registration procedure

Holders of shares administered via an Intermediary, who wish to attend or be represented at the meeting, should register themselves via an Intermediary or via www.abnamro.com/evoting on or before Thursday April 19, 2018 at 5.00 p.m. with ABN AMRO. The Intermediaries must, no later than on Friday April 20, 2018 at 12.00 p.m. (noon), present an electronic statement to ABN AMRO via www.abnamro.com/intermediary identifying the number of shares held by the relevant shareholder on the Registration Date and presented for registration. With the registration, the Intermediaries are requested to include the full address details of the relevant ultimate shareholders in order to be able to verify the shareholding on the Registration Date in an efficient manner. ABN AMRO will send to these shareholders, via their respective Intermediary, a proof of registration which will serve as a pass giving admission to the meeting.

Holders of shares not administered via an Intermediary, who wish to attend or be represented at the meeting, should apply in writing to the Board of Management on or before Thursday April 19, 2018.

Proxies and voting instructions

Voting and meeting rights may be exercised by a person holding a written or electronic proxy. Shareholders wishing to make use of such proxy should register their shares in the manner outlined above.

A proxy with voting instructions can be issued electronically via www.abnamro.com/evoting to Mr. H.B.H. Kraak of the notary firm Holdinga Matthijssen Kraak no later than on Thursday April 19, 2017 before 5.00 p.m.

If a shareholder is unable to issue a proxy with voting instructions electronically, a proxy with voting instructions can alternatively be issued in writing.

Proxy forms are available free of charge at the offices of Beside (tel. (+31) 26 3194500 or email: info@besi.com), via ABN AMRO (email: corporate.broking@nl.abnamro.com) and at www.besi.com.

The completed proxy form (including the voting instructions, if any), to be sent by the shareholder, must be received no later than on Thursday April 19, 2018 before 5.00 p.m. by Mr. H.B.H. Kraak of the notary firm Holdinga Matthijssen Kraak at the address: Diepenbrockstraat 54, 1077 WB Amsterdam, the Netherlands, or by fax: (+31) 20 3052609 or e-mail: bk@hmknotarissen.nl.

The proxy holder will be required to submit the proof of registration and a copy of the proxy form to the registration desk before the meeting.