



## **BE Semiconductor Industries N.V.**

Convocation notice for the Annual General Meeting of Shareholders

to be held on Thursday April 30, 2020 at 10.30 a.m. at the headquarters of  
BE Semiconductor Industries N.V. ("Besic" 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
- Financial year 2019**
2. Consideration of the Annual Report 2019 (discussion)
3. Advisory vote on Remuneration Report 2019 (vote)
4. Consideration and adoption of the annual accounts 2019 (vote)
5. Dividend
  - a. Reservation and dividend policy (discussion)
  - b. Declaration of dividend (vote)
6. Discharge
  - a. Discharge of the member of the Board of Management for his responsibilities (vote)
  - b. Discharge of the Supervisory Board members for their responsibilities (vote)
- Remuneration**
7. Remuneration
  - a. Remuneration Principles and Procedures underlying the Remuneration Policies 2020-2023 for the Board of Management and the Supervisory Board (vote)
  - b. Proposed Remuneration Policy 2020-2023 for the Supervisory Board (vote)
- Composition Supervisory Board**
8. Reappointment of Ms Mona EINaggar as Supervisory Board member (vote)
- Authorizations**
9. 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 (vote)
10. Authorization of the Board of Management to acquire ordinary shares (vote)
11. Reduction of the Company's issued share capital by cancellation of ordinary shares (vote)
12. Any other business
13. Closing



The agenda for the Annual General Meeting of Shareholders with explanatory notes, the Annual Report 2019, the Remuneration Report 2019, the Remuneration Principles and Procedures underlying the Remuneration Policies 2020-2023 for the Board of Management and the Supervisory Board, the proposed Remuneration Policy 2020-2023 for the Supervisory Board and the information in respect of the Supervisory Board member to be reappointed required to be submitted under Section 2:142 (3) of the Dutch Civil Code, are available on the Company's website: [www.besi.com](http://www.besi.com) and for inspection at the offices of the Company, Ratio 6, 6921 RW Duiven, the Netherlands, tel. (+31) 26 3194500, email: [info@besi.com](mailto:info@besi.com), and at the offices of ABN AMRO Bank N.V. ("ABN AMRO"), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, email: [ava@nl.abnamro.com](mailto:ava@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.

### 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 April 2, 2020 (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](http://www.abnamro.com/evoting) on or before Thursday April 23, 2020 at 5.00 p.m. with ABN AMRO. The Intermediaries must, no later than on Friday April 24, 2020 at 12.00 p.m. (noon), present an electronic statement to ABN AMRO via [www.abnamro.com/intermediary](http://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 23, 2020 at 5.00 p.m.

### 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](http://www.abnamro.com/evoting) to Mr. H.B.H. Kraak of the notary firm Holdinga Matthijssen Kraak no later than on Thursday April 23, 2020 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 Besì (tel. (+31) 26 3194500 or email: [info@besi.com](mailto:info@besi.com)), via ABN AMRO (email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)) and at [www.besi.com](http://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 23, 2020 before 5.00 p.m. by Mr. H.B.H. Kraak of the notary firm Holdinga Matthijssen Kraak at the address: Apollolaan 153, 1077 AS Amsterdam, the Netherlands, or by fax: (+31) 20 3052609 or e-mail: [bk@hmknotarissen.nl](mailto: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.

**COVID-19 (Coronavirus)**

In light of the presence of the COVID-19 (Coronavirus) in the Netherlands, we would encourage our shareholders to closely monitor the situation and to comply with the recommendations of the Dutch government. If you are a shareholder or other person entitled to attend the meeting and would like to exercise your voting right without attending the general meeting, you have the possibility to vote by proxy (see above) and to listen to the meeting via audio webcast. Furthermore, given the extraordinary circumstances, the Company offers the opportunity to submit questions relating to the agenda items of this Annual General Meeting of Shareholders to [info@besl.com](mailto:info@besl.com) before Tuesday April 28, 2020, at 5.00 p.m. The aim is to answer all the submitted questions during the meeting.

The Company continuously monitors the developments. The latest information on the Annual General Meeting of Shareholders can be found on the Company's website [www.besl.com](http://www.besl.com).

The Board of Management

March 19, 2020