

## AGENDA

for the Annual General Meeting of Shareholders of ASML Holding N.V. (the "Company"), to be held at the Auditorium, ASML Building 7, De Run 6665, Veldhoven, on Thursday, March 26, 2009, beginning at 14.00 hours (CET).

1. Opening.
2. Overview of the Company's business and financial situation. **(Discussion item)**
3. Discussion of the Annual Report 2008 and adoption of the financial statements for the financial year 2008, as prepared in accordance with Dutch law. **(Voting item)**
4. Discharge of the members of the Board of Management from liability for their responsibilities in the financial year 2008. **(Voting item)**
5. Discharge of the members of the Supervisory Board from liability for their responsibilities in the financial year 2008. **(Voting item)**
6. Clarification of the reserves and dividend policy. **(Discussion item)**
7. Proposal to adopt a dividend of EUR 0.20 per ordinary share of EUR 0.09. **(Voting item)**
8. Approval of the number of shares for the Board of Management. **(Voting items)**
9. Approval of the number of stock options for the Board of Management and the number of stock options, respectively shares, for employees. **(Voting items)**
10. Composition of the Board of Management. **(Discussion item)**  
Notification of the intended appointment of Mr. F.J. van Hout as member of the Board of Management.
11. Composition of the Supervisory Board. **(Voting items)**  
Nomination by the Supervisory Board of Ms. H.C.J. van den Burg and Messrs. O. Bilous and J.W.B. Westerburgen for re-appointment, and nomination of Ms. P.F.M. van der Meer Mohr and Mr. W. Ziebart for appointment as members of the Supervisory Board, effective March 26, 2009.
12. Proposal to authorize the Board of Management to issue shares or rights to subscribe for shares in the capital of the Company within the limits set forth in the Articles of Association of the Company, as well as to restrict or exclude the pre-emption rights accruing to shareholders. **(Voting items)**
  - a. Proposal to authorize the Board of Management for a period of 18 months from March 26, 2009, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, limited to 5% of the issued share capital at the time of the authorization.

- b. Proposal to authorize the Board of Management for a period of 18 months from March 26, 2009 to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under a., subject to approval of the Supervisory Board.
  - c. Proposal to authorize the Board of Management for a period of 18 months from March 26, 2009, to issue shares or rights to subscribe for shares in the capital of the Company, subject to the approval of the Supervisory Board, for an additional 5% of the issued share capital at the time of the authorization, which 5% can only be used in connection with or on the occasion of mergers and/or acquisitions.
  - d. Proposal to authorize the Board of Management for a period of 18 months from March 26, 2009, to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under c., subject to approval of the Supervisory Board.
13. Proposal to authorize the Board of Management for a period of 18 months from March 26, 2009 to acquire - subject to the approval of the Supervisory Board - such a number of ordinary shares in the Company's share capital as permitted within the limits of the law and the Articles of Association of the Company, taking into account the possibility to cancel the re-purchased shares, for valuable consideration, on Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") or the Nasdaq Stock Market LLC ("Nasdaq"), or otherwise, at a price between, on the one hand, an amount equal to the nominal value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on Euronext Amsterdam or Nasdaq; the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam. or as reported on Nasdaq. **(Voting item)**
14. **Cancellation of ordinary shares. (Voting item)**  
Proposal to cancel ordinary shares in the share capital of the Company repurchased or to be repurchased by the Company. The number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of March 26, 2009.
15. **Cancellation of additional ordinary shares. (Voting item)**  
Proposal to cancel additional ordinary shares in the share capital of the Company to be repurchased by the Company following the cancellation of the ordinary shares under item 14. The number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of March 26, 2009, reduced with the number of ordinary shares cancelled pursuant to item 14.
16. Any other business.
17. Closing.