

Additional Information related to the Co-Investment Program

ASML Holding NV received questions from its shareholders and certain shareholder interest groups in connection with the Customer Co-Investment Program, which was announced on 9 July 2012. Several of those questions relate to the governance of and the voting by the foundations (the "**Stichtingen**") that will hold the shares for the benefit of the participating customer(s). The following Q&A is intended to provide a further explanation to the Stichting structure.

Q1: How will a Stichting act in connection with the voting rights held by it with respect to resolutions at general meetings on which the participating customers are not allowed to vote pursuant to the Shareholder Agreement?

A1: Each Stichting will abstain from voting for resolutions at general meetings unless (a) it concerns a number of specific resolutions as mentioned in the Shareholders Circular, or (b) in case of a (continuing) Suspension Event as described in the Shareholders Circular. If the Stichting may vote on a resolution at a general meeting, the customer(s) can vote themselves or can instruct the Stichting to vote on their behalf.

Q2: Will a Stichting be authorized to attend a general meeting if no special resolutions as mentioned in the Shareholders Circular are put on the agenda for such general meeting?

A2: Each Stichting shall be authorised to attend a general meeting and sign the attendance list. The Stichtingen are free to attend (or not to attend) general meetings.

Q3: Will a Stichting be authorized to speak at a general meeting?

A3: A Stichting will only be authorized to speak at a general meeting if the Stichting is instructed to do so by the customer(s) in accordance with the Shareholder Agreement.

Q4: What will the articles of a Stichting provide with regard to the purpose of such Stichting?

A4: *The purpose of each Stichting as included in the articles of such Stichting is to facilitate the agreements with the customer(s). The description of the purpose of each Stichting can be summarized as follows: acquiring and administering the ASML shares in exchange for depositary receipts; exercising the voting rights attached to the shares (restricted to the topics and situations as mentioned in the Shareholders Circular) and to speak at general meetings (if instructed to do so, please see A3).*

Q5: *What safeguards are in place to ensure that a Stichting will comply with the agreements between ASML and the customer(s)?*

A5: *Each Stichting is bound by the articles of such Stichting (including the specific purpose of the Stichting), the provisions of the Shareholder Agreement and the provisions of the Conditions of Administration of the Stichting. Stichting Board members for Intel's Stichting and TSMC's Stichting will be appointed by the relevant customer on the recommendation of a trust office and with the prior written consent of ASML. The trust office will be selected from a list of reputable candidates prepared in consultation with ASML and laid down in the articles of each Stichting. Stichting Board members for other customers will be appointed in the same manner or by ASML, depending on the agreement with the relevant customer.*

Q6: *For what period will the Stichtingen hold the ASML shares for the participating customers; will this period end by the time the Standstill Period ends?*

A6: *The period for which the Stichting(en) will hold ASML shares is not dependent on the Standstill period. The Stichting(en) will continue to hold ASML shares until the earlier of 1) for Intel, if it owns less than 2% of ASML's outstanding shares (directly or through the Intel Stichting), or, for another participating customer, if it owns less than 1% of ASML's outstanding shares (directly or through the relevant customer's Stichting); 2) the date of notification by ASML that the total amount of ASML's outstanding shares owned by Intel and the other participating customers is less than 5% of ASML's outstanding share capital; 3) a Termination Event as described in the Shareholders Circular. After such an event all depositary shares will be exchanged for the underlying ASML shares.*

Further information on the Co-Investment Program, including conditions of regulatory and shareholder approval, can be found on ASML's website at www.asml.com/egm2012 and www.asml.com/press