

**Minutes¹ of the
Annual General Meeting of Shareholders
of ASML Holding N.V.
held on 24 April 2013**

Chairman: A.P.M. van der Poel (the "Chairman")

General remarks

These minutes of the Annual General Meeting of Shareholders of ASML Holding N.V. ("ASML" or "the Company"), held on April 24, 2013, are intended purely for information purposes and are not intended to be complete. They contain a report of the Annual General Meeting of Shareholders of April 24, 2013, and do not deal with events after April 24, 2013. These minutes should be read in conjunction with the agenda and the explanatory notes to the agenda for this meeting, the 2012 Statutory Annual Report, the annual report as set out in form 20-F filed with the US Securities and Exchange Commission (SEC) concerning the financial year ending on 31 December 2012, and other documents which ASML has filed with the SEC. ASML does not give any guarantee as to the completeness or correctness of the information contained in these minutes and does not undertake any obligation whatsoever to update or correct the information they contain after their publication.

1. Opening

The Chairman opened the Annual General Meeting of Shareholders of ASML and welcomed all those present. The Board of Management was represented at the meeting by Messrs Meurice, Wennink, Van den Brink, Van Hout and Schneider-Maunoury. The Supervisory Board was represented by Mmes Van den Burg and Van der Meer Mohr and Messrs Bilous, Fröhlich, Siegle, Westerborgen, Ziebart and the Chairman. Also present were the nominees to the Supervisory Board, Ms Smits-Nusteling and Mr. Grose. Mr Van Olffen, Notary at De Brauw Blackstone Westbroek, acted as Secretary of the meeting.

The Chairman then dealt with the items on the agenda of the meeting.

2. Overview of the Company's business and financial situation, and sustainability.

The Chairman invited Mr Wennink to take the floor to give a summary of ASML's activities in 2012.

Mr Wennink reported that, despite the macro-economic situation, 2012 was ASML's second-best year. This indicates that ASML appears to be less dependent on the macro economy. An important factor impacting ASML's results is the innovation cycle: the demand for technological innovation remains high and is mainly driven by the demand for mobile equipment. Looking at ASML's financial results for 2012, turnover was somewhat lower than in 2011. Due to the fact that turnover includes a number of EUV R&D systems with low margins, and the fact that the fixed costs have increased compared with 2011, among other things, due to the Customer Co Investment Program ("CCIP") and the planned takeover of Cymer, gross margin was lower than in 2011. Mr Wennink then presented the cash flow and the balance sheet, which he regards as being healthy, meaning that ASML expects to be able to make the necessary investments in R&D and working capital going forward. Looking at the composition of the order book, 80% of orders concerns the latest technology, ArF

¹ This is an unofficial translation; the Dutch version of the minutes is the official version.

Immersion; these systems are mainly used to manufacture logic chips for PCs and mobile devices. The memory chip market is currently lagging behind, but recovery is expected in the future as a result of the increase in memory in mobile devices. As far as the regional distribution of the order book is concerned, Asia had a strong representation, with 80% of the value of the order book.

Mr Wennink then gave an overview of the capital repayments to shareholders since 2006, among other things through the repurchase of shares and payment of dividends, and he made reference to the share buyback program of 1 billion euros in the period from 2013-2014 which was announced in the Q1 2013 results press release. In addition, the Board of Management will propose under agenda item 7 the payment of a dividend of EUR 0.53 per share of EUR 0.09 for 2012, an increase of 15% compared with the dividend for 2011.

Mr Wennink summarized 2012 as a year of new collaborative ventures, specifically the CCIP and the takeover of Cymer. With regard to the CCIP, Mr Wennink explained that the complexity of and the investments in the next generation technology, specifically EUV and 450nm, are so high that a decision has been made to spread the associated risks. The three customers participating in the CCIP are investing approximately EUR 1.4 billion in R&D over a five-year period; as part of the CCIP, in order to be able to participate in the profits resulting from the R&D investment, the participating customers purchased shares of ASML, and contractually limited their rights to influence on the governance of ASML.

With regard to the planned takeover of Cymer, Mr Wennink stated that the reason for this takeover was that Cymer is the supplier of an important module, the light source for the EUV machine, and ASML determined that it would be better to combine the skills of the two companies in order to thus bring about a more efficient R&D development and faster industrialization of EUV. In conclusion, Mr Wennink stated that at the time of this AGM, ASML is awaiting certain regulatory approvals for the merger, and that the transaction is expected to be completed in the first half of 2013.

Following this presentation, the Chairman gave the floor to Mr Meurice.

Mr Meurice first of all showed a video which illustrated the technological complexity of the machines that ASML produces and of the technological challenges facing the Company. Mr Meurice then demonstrated the roadmap for the three most important technologies: immersion, EUV and 450nm, and stated that ASML's goal is to enable shrink: more transistors per wafer, resulting in a cost benefit for ASML's customers. The transistors are also becoming increasingly fast and more powerful, to be able to offer improved functionality. In order to support the above technologies, ASML also has a portfolio of so-called holistic lithography applications. Mr Meurice then demonstrated the progress that ASML has made since the end of 2011 in the field of EUV. Although this project has slowed down somewhat in recent years, this has not affected the production processes of ASML's customers, as their plan is to start producing chips based on EUV technology in 2016. Mr Meurice then demonstrated the concept behind the 450nm system being developed by ASML. It is important to note that the idea behind the development of this platform was to achieve maximum compatibility with the 300nm technology. It is still unclear when 450nm technology will be adopted by customers, as customers will have to make radical changes to their factories.

Mr Meurice then continued with an overview of ASML's activities in the field of sustainability, which are focused on four spearheads: products, operations, supply chain and culture. Mr Meurice explained that an important result in the field of sustainable products is that a relative decrease in energy consumption was achieved, while turnover increased. In addition, since this sustainability initiative was set up in 2009, a considerable fall in CO₂ emissions in relation to turnover has occurred. Mr Meurice then stated that ASML is a member of the Electronic Industry Citizenship Coalition ("EICC"), and that the EICC code of conduct has been implemented at most significant suppliers. Finally, Mr Meurice spoke about culture. For ASML, this means, in particular, that a significant contribution is being made in the field of knowledge and a knowledge society by means of ASML's investments in R&D, the

Company's participation in "Brainport", multiple university projects and community projects such as Dutch Technology Week.

The Chairman then gave the audience the opportunity to ask questions about the topics presented.

Mr Stevense, representative of the Foundation for the Legal Protection of Investors (*Stichting Rechtsbescherming Beleggers*), asked whether there is a link between the progress made in the field of EUV and the CCIP. He also asked whether the margins in the field of memory chips are increasing given the situation in the memory market, and what impact the 450nm and EUV programs are having on margins. Mr Stevense then asked whether an explanation could be given with regard to the tax benefit of EUR 116 million that was included in the annual figures for 2012. Finally, Mr Stevense asked what the acquisition costs are in connection with the acquisition of Cymer.

Mr Meurice answered the question about the current acceleration of EUV by stating that this progress is a result of changes in the design which were implemented about two years ago. Mr Meurice stated that the CCIP has at this time still not impacted on the progress of the EUV program from a technological perspective.

With regard to the questions about margins, Mr Wennink stated that the development of new technologies has an impact on the margins, because of the learning curve, which takes one to two years. These low margins on the new types of systems will be compensated in part by high margins on the other types of systems, as a result of which the total impact remains relatively limited.

The tax advantage is a one-off benefit as a result of the release of unrecognized tax benefits. The acquisition costs in connection with the takeover of Cymer consist, specifically, of legal costs in connection with the obtaining of approval from various competition authorities; costs amount to approximately 6 million euros per quarter in Q1 2013; the same amount of cost is also expected for Q2 2013.

Ms Reijme, representative of the Association of Investors in Sustainable Companies (*Vereniging van Beleggers voor Duurzaam Ondernemen* ("VDBO")) complimented ASML for its attention to and its performance in the field of sustainability. She expressed the wish for more attention to be paid to sustainability in the annual financial report, given that, according to the VDBO, sustainability is important for all ASML's stakeholders. The VDBO would also like to see more transparency in the field of compliance with the ethical code of conduct by suppliers, and in the field of the subject of conflict minerals. Finally, Ms Reijme stated that she hoped that the Board of Management, following the changes in its composition with effect from 1 July, will continue the current sustainability policy.

The Chairman answered that the annual financial report is drawn up in accordance with a fixed reporting format. The question is whether such a report is the appropriate document to bring greater attention to the subject of sustainability. Mr Wennink added that an international project is on-going, in which research is being carried out into the possibility of moving towards a more integrated way of reporting in the future. ASML will keep a close eye on developments in this field. In terms of compliance with the ethical code of conduct by suppliers, Mr Wennink stated that he is taking note of the VDBO's suggestion and will be looking into the possibilities to increase transparency in this area. Mr Wennink went on to say that the topic conflict minerals, and also the aspect of scarcity of minerals, are being looked at within ASML in the context of its risk policy, among other things in connection with the fact that there is legislation in this field which ASML must comply with.

Finally, the Chairman answered the question regarding the sustainability policy after the changes in the Board of Management by stating that the intention is not to radically alter ASML's policy, but to make changes or improvements to certain points.

Mr Jorna, representative of the Dutch Shareholders' Association (*Vereniging van Effectenbezitters* ("VEB")), was keen to have further clarification about the takeover of Cymer: what were the specific reasons for a takeover, were Cymer's competitors also looked at as possible candidates, how will ASML implement the partnership after the takeover and will parts of Cymer be divested? Mr Jorna then asked how significant the pressure is that customers are exerting on ASML to make progress in the field of EUV. With regard to the competition, Mr Jorna wanted to know whether ASML also encountered industrial espionage and what the pricing policy is. Finally, Mr Jorna asked what impact cloud computing has on demand for memory chips, what the reason is for ASML's takeover of Wijdeven Motion, and whether the material graphene could replace silicon and what the consequences would be for ASML if this were the case.

Mr Wennink responded to the questions relating to the takeover of Cymer by stating that ASML's policy regarding subcontracting has not changed: those things that another company can do better than ASML itself are subcontracted. In the case of Cymer, the technological complexity is so high that it was decided that a takeover was the best option. Cymer's competitors were also looked at, but the level of R&D investments there was too low to have an effective solution available in time for the systems that ASML will be shipping to its customers. When the takeover has been finalized, ASML will continue with Cymer's so-called Deep UV activities as a separate division; EUV activities will be integrated into ASML.

The Chairman answered the question about the competition: Nikon and Canon are competent and formidable competitors. Mr Wennink added, in reply to the question about the pricing policy, that Moore's Law is decisive here: the number of transistors per chip doubles every 18 to 24 months, which results in a cost benefit to the manufacturers of chips. This cost curve is met by ASML's current roadmap. Mr Wennink continued with the statement that ASML, as is the case for any innovative company, is vulnerable to industrial espionage and that this matter has the Company's full attention; the high speed of technological changes at ASML creates a kind of additional protection against this.

The impact of cloud computing on the memory market is at this time still not entirely clear; the reasons for the takeover of Wijdeven Motion are similar to those for the takeover of Cymer.

Finally, Mr Van den Brink answered the question about graphene. He stated that this has not been included in ASML's short-term roadmap. Generally speaking, it can be said that in order to bring about a reduction in the size of transistors, the fundamental resolution must first be looked into. Solutions in the process sphere can also be looked at, for example other materials. Lithography will, however, always be needed in order to be able to connect structures.

Mr Boom asked about the status of electron beam technology, and whether there are any other technologies that could serve as an alternative to lithography.

Mr Van den Brink replied that ASML is keeping a close eye on developments in the field of electron beam technology. At the moment, Mr Van den Brink is still of the opinion that electron beam technology is not expected to be an alternative to lithography for economic reasons. In addition to the electron beam, other technologies are also being looked into, for example self-assembly, but there is currently no good alternative to lithography.

Mr Stevense asked whether the fact that TSMC now has an interest as a shareholder in ASML plays a role as far as their commitment in the field of EUV technology is concerned.

He was also keen to find out when ASML expected to be granted the necessary approvals for the takeover of Cymer.

Mr Wennink explained that the competition authorities' procedures take a considerable amount of time because various interests need to be considered. As mentioned earlier, ASML expects the takeover to be completed in the first half of 2013.

On the question about TSMC, the Chairman replied that TSMC's primary interest is to be able to manufacture the most advanced chips using the latest technology.

The Chairman then gave the floor to Notary Van Olfen to determine whether the formal requirements concerning the convening of the General Meeting of Shareholders had been met and to indicate the precise number of shareholders and those entitled to vote present at the meeting.

Mr Van Olfen indicated that the total number of shares issued on the registration date for this AGM was 410,357,876 shares. In view of the number of treasury shares, 2,896,736 shares, the total number of shares to which voting rights were attached amounted to 407,461,140 shares, corresponding to a total number of 3,667,150,260 voting rights. Mr Van Olfen then reported that he had determined that 85 shareholders had been present or were represented at the beginning of the meeting. A total of 321,309,088 shares were represented, corresponding to a total capital of EUR 28,917,817.92, giving entitlement to 2,891,781,792 votes. Mr van Olfen added that this meant that 78.86% of the share capital was therefore present or represented. Consequently all the voting items on the agenda could be adopted with a simple majority of the votes cast. Mr Van Olfen furthermore reported that the three customer shareholders under the CCIP were also represented at this AGM; together they represent approximately 23 percent of the outstanding share capital of ASML, but are not entitled to vote on the items on the agenda.

Mr Van Olfen also reported that, where necessary, those present had submitted their written proxies to the Company and that these had been shown to the notary. Mr van Olfen also reported that the legal and statutory requirements concerning the convening, holding and attending the General Meeting of Shareholders had been met and that all documents had been placed for inspection at the locations prescribed by law and the Articles of Association. The Meeting had therefore been legally convened and was authorised to adopt resolutions regarding the items on the agenda. Finally, Mr van Olfen reported that the Chairman of the Board of Management of ASML had informed him that no shareholder motions requesting additional agenda items, that were in compliance with the criteria of the Articles of Association, had been submitted

Mr Van Olfen then explained the voting procedure, and a test vote was held in order to test the voting system.

The Chairman then moved on to item 3 on the agenda.

3. Discussion of the 2012 Annual Report, including ASML's corporate governance chapter, and the 2012 Remuneration Report, and adoption of the financial statements for the financial year 2012, as prepared in accordance with Dutch law.

The Chairman reported that ASML had again drawn up two annual accounts in 2012, one in accordance with US GAAP and one in accordance with the Dutch rules based on IFRS. The annual accounts drawn up in accordance with the Dutch rules were the statutory annual accounts which were now being put forward for adoption. These accounts had been drawn up by the Board of Management and had been audited by Deloitte, ASML's external accountant, who had issued an Auditor's Report. The Supervisory Board had signed the

annual accounts and was recommending that the AGM should adopt them. The annual accounts and annual report had been made available for consultation.

The Chairman then referred to the corporate governance chapter contained in the statutory annual report for 2012 and pointed out that there were no great differences between 2012 and 2011 in terms of the application of the Dutch Corporate Governance Code (the "Code"). This means that only two items remain which are not entirely consistent with the Code, and these items had not changed since the introduction of the Code in 2004.

Next, the Chairman reported that, because of the current social interest in this topic, this year a short statement will be given on the responsibilities and activities of the Audit Committee, and on the External Auditor's audit activities performed for ASML in 2012.

The Chairman then gave the floor to Mr Fröhlich, Chairman of the Audit Committee, for a further explanation on the Audit Committee's tasks and responsibilities.

Mr Fröhlich explained that ASML's Audit Committee is actively involved with ASML. In addition to the usual subjects such as financial processes and reports, financing policy, the activities performed by the internal auditor, and risk management, the Audit Committee dealt with the financial and governance aspects of the CCIP and with the takeover of Cymer in 2012. In addition, there is a great deal of interaction with ASML's external accountant, Deloitte. The Audit Committee determines the appointment of the partner who conducts the financial audits; the remuneration of the accountant and the content of the activities, taking into account the observance of independence requirements for the External Auditor are under the pre-approval policy.

Where necessary, an external expert will be called upon to advise ASML even more effectively.

Following this explanation, the Chairman called upon Mr Dekker, the authorized representative of Deloitte Accountants B.V., for providing some insight into the audit activities carried out by Deloitte in 2012.

Mr Dekker explained how the audit is organized by Deloitte, namely by performing a risk analysis which is used to determine the most important points for attention for the audit. These attention points are then validated by the Audit Committee. The external auditor uses ASML's internal audit structure in order to perform the audit. The attention points in 2012 were revenue recognition, inventory valuation, provisions for certain risks and tax positions, and the CCIP.

The Chairman then gave those present an opportunity to ask questions.

Mr Boom asked whether any tax provisions will be released in the future, as was the case in 2012.

Mr Wennink answered that this was a one-off occurrence. The tax position underlying the release of unrecognized tax liabilities in 2012 will continue to have an effect on future tax burden, however.

Mr Jorna asked whether a due diligence review has been performed in connection with the takeover of Cymer and, if so, who carried it out. He was also keen to know whether Deloitte reviews the Board of Management and the Supervisory Board's outlook.

Mr Fröhlich explained that Deloitte carried out a due diligence review per the request of the Board of Management. Mr Dekker answered that Deloitte reviews the outlook as far as the foreseeable future is concerned.

Ms Reijma, VBDO, stated that the VBDO is of the opinion that tax should be paid in those jurisdictions where economic value is created and she asked what ASML's view is on this subject.

Mr Wennink replied that ASML's core activities take place in the Netherlands and that tax is paid on these activities in accordance with Dutch regulations. ASML makes use of the so-called "innovation box" scheme for companies in the innovation sector. Mr Wennink also pointed out the economic importance of the fact that ASML invests a great deal in R&D, particularly given the employment that is being created as a result and, as a consequence thereof, the tax revenue for the Dutch government.

As there were no further questions, the Chairman proposed that the proposal to adopt the annual accounts should be put to the vote, and he gave the floor to Mr Van Olfen, who led the voting procedure. After the shareholders had voted, Mr Van Olfen announced the result of the vote as follows:

For	Against	Abstain	No vote
2,002,676,508 (99.59%)	8,179,038 (0.41%)	11827,053	869,099,193

Consequently, the Chairman announced that the proposal as set out in item 3 of the agenda had been adopted.

The Chairman then moved on to item 4 on the agenda.

4. Discharge of the members of the Board of Management from liability for their responsibilities in the financial year 2012.

The Chairman informed the meeting that it was proposed to discharge the members of the Board of Management for the performance of their functions in the 2012 financial year, and gave the shareholders an opportunity to ask questions.

Since there were no questions concerning this item, it was decided to proceed with the vote. The Chairman gave the floor to Mr Van Olfen, who asked the shareholders to cast their votes. After the shareholders had voted, Mr Van Olfen announced the result of the vote as follows:

For	Against	Abstain	No vote
2,001,497,310 (99.17%)	16,656,399 (0.83%)	4,528,890	869,099,193

Consequently, the Chairman announced that the proposal as set out in item 4 of the agenda had been adopted.

The meeting then moved on to item 5.

5. Discharge of the members of the Supervisory Board from liability for their responsibilities in the financial year 2012.

The Chairman explained that it was proposed in this item to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2012. He did not give any further information and offered the shareholders the opportunity to ask questions.

Since there were no questions, the Chairman proposed that the proposal should be voted on. Mr Van Olfen asked the shareholders to cast their votes; after this had happened, he announced the result of the vote as follows:

For	Against	Abstain	No Vote
2,001,413,160 (99.17%)	16,738,416 (0.83%)	4,531,023	869,099,193

The Chairman noted that this item had been adopted with the required majority of votes and went on to deal with item 6 on the agenda.

6. Clarification of the reserves and dividend policy

The Chairman referred to the explanatory notes to the agenda and to what had already been discussed under item 2. He again stressed that, although ASML intends to pay an annual dividend that would either be stable or would grow, the amount of the dividend could vary from year to year and that it might be the case that no dividend would be paid at all in any given year. It was also possible that ASML may amend its reserves and dividend policy in the future and that this might affect dividend payments.

After giving this information, the Chairman gave those present an opportunity to ask questions concerning this item.

Mr Stevense asked if it was expected that ASML would not pay any dividends in the future. The Chairman replied by saying that ASML intends to pay an annual dividend going forward, but that, should this not be possible, ASML wants to have the possibility to not have to pay dividends. He pointed to the year 2009, in which ASML suffered a loss, but over which year dividends were paid nonetheless.

Given that there were no further questions, the Chairman moved on to item 7 on the agenda.

7. Proposal to adopt a dividend of EUR 0.53 per ordinary share of EUR 0.09.

The Chairman put forward the proposal of the Board of Management to adopt a dividend of EUR 0.53 per ordinary share of EUR 0.09 and informed the meeting that the Supervisory Board had approved this proposal. The Chairman referred to the previous discussion and asked whether any shareholders wished to ask questions. Since no questions were forthcoming, the proposal was put to the vote by Mr Van Olfen. The result of the vote was as follows:

For	Against	Abstain	No vote
2,017,355,760 (99.95%)	1,102,311 (0.05%)	4,221,045	869,102,676

The Chairman announced that item 7 had been adopted.

He then moved on to item 8 on the agenda.

8. Proposal to adopt the revised Remuneration Policy for the Board of Management of ASML Holding N.V. (version 2014).

The Chairman informed those present that this agenda item concerns the adoption of the revised Remuneration Policy for the Board of Management of ASML Holding N.V. He continued by saying that, as announced at the 2012 AGM, the Supervisory Board's Remuneration Committee used the year 2012 to integrally revise and update the Remuneration Policy for the Board of Management.

The Chairman then briefly explained the main reasons for updating the current Remuneration Policy, which is still based on the main principles for board remuneration as developed in 2004; he referred to the "Rationale for Updating the Remuneration Policy" for the full rationale for the proposed revision of the Remuneration Policy and the consequences thereof. The Chairman indicated that, if adopted the policy will be effective as of January 1, 2014.

The Chairman then reported that the Works Council had been timely provided with the opportunity to determine its opinion on the Remuneration Policy and had notified the Supervisory Board that it was in favor thereof.

The Chairman then gave the floor to Jos Westerburgen, Chairman of the Remuneration Committee, for a further explanation about this topic.

Mr Westerburgen first of all explained the main reasons for the changes to the Remuneration policy in more detail: ASML's growth and strengthened position in the market and the industry, and the shift in views on executive pay in general over the past years. He went on to give an overview of the principles on which the new policy is based, the majority of which correspond to the principles which also apply to the current policy. The changes in the reference group and the most important changes with regard to the short- and long-term variable pay were then explained.

Following this presentation, the Chairman gave the shareholders the opportunity to ask questions about this agenda item.

Mr Kip, the representative of Railways Pension Fund Foundation (*Stichting Spoorwegpensioenfonds*), Public Transport Pension Fund Foundation (*Stichting Pensioenfonds Openbaar Vervoer*) and Eumedion member Robeco, complimented ASML on its new remuneration policy, particularly because of the inclusion of sustainability targets and share ownership requirements. He then referred to the changes to the composition of the Board of Management and was keen to know whether the employment contracts of Messrs Wennink and Van den Brink are being amended in order to bring them in line with the corporate governance recommendations regarding appointed term and termination arrangements. Mr Kip was also keen to know what Mr Meurice's responsibilities will be with effect from 1 July 2013 in his capacity as Chairman. In conclusion, Mr Kip suggested that the threshold for the long-term targets be raised in the future, given that this threshold is below median level.

The Chairman replied that Mr Meurice will serve out his contract, which will be effective until 31 March 2014, in order to ensure a careful transfer in the field of relationships with parties in the semiconductor industry, for example customers and strategic suppliers. During this transition period, Mr Meurice will be involved in a number of specific projects.

Mr Westerburgen answered the question of the employment contracts by announcing that this item will be discussed with Messrs Wennink and Van den Brink. With regard to the pay matrix in relation to the long-term remuneration, Mr Westerburgen explained that, when developing the new remuneration policy, the intention was to come up with a package which was virtually equal to the old package. This means that adapting a single element is not easy, as this results in a change which must then be compensated for in another manner.

Mr Jorna referred to the share ownership requirements, and asked what the definition of shares is in relation to this requirement.

Mr Westerburgen replied that it concerns shares which have been awarded unconditionally; shares which have been awarded conditionally are not included.

Mr Stevense asked whether bonuses can be (partly) recovered from the Board of Management in the case of a potential impairment as a result of takeovers.

The Chairman answered that, in principle, this is not the case: the ultimatum remedium and claw back clauses relate to different situations. There is, however, an indirect effect, since any impairment has an impact on the achievements in relation to the targets for the variable remuneration.

Ms Reijma, VBDO, expressed the wish for the share of sustainability targets in the total remuneration to be increased in the future, and indicated that she has suggestions for potential KPIs.

The Chairman thanked Ms Reijma for her suggestion.

After this round of question, the Chairman gave the floor to Mr Van Olffen, who requested the shareholders to cast their votes. The result was as follows:

For	Against	Abstain	No vote
1,995,306,714 (98.86%)	23,069,709 (1.14%)	4,302,702	869,102,667

The Chairman noted that the proposal as set out under item 8 had been adopted. The Chairman then moved on to item 9 on the agenda.

9. Performance shares for the Board of Management.

The Chairman reported that item 9, performance shares for the Board of Management, consisted of two separate voting items, which would be dealt with one by one.

9a. Proposal to approve the number of performance shares for the Board of Management, in accordance with the Remuneration Policy for the Board of Management (version 2010) over the financial year 2013 and authorization of the Board of Management to issue the performance shares for the financial year 2013, subject to approval of the Supervisory Board.

The Chairman informed the meeting that this item concerned the approval of the number of shares for the Board of Management. The performance share arrangement for the Board of Management was described in the 2010 Remuneration Policy, which the AGM had approved in 2010 for 2010 and subsequent years.

However, the AGM had to give its separate approval for the maximum number of shares that could be issued and also had to designate the Board of Management as the body authorized to issue the shares in question.

The Chairman then indicated that it was being proposed to set the number of conditional performance shares that could be granted to the Members of the Board of Management at 350,000 for the period from the 2013 AGM up to the 2014 AGM.

The Chairman then gave shareholders an opportunity to ask questions. Since no questions were forthcoming, the proposal was put to the vote. Mr Van Olffen asked the shareholders to cast their votes; after they had done so, he announced the result of the vote as follows:

For	Against	Abstain	No vote
2,003,548,950 (99.34%)	13,269,285 (0.66%)	5,860,890	869,102,667

The Chairman noted that, in view of this result, the proposal as set out under item 9a had been adopted. The Chairman then moved on to item 9b on the agenda.

9b. Proposal to approve the performance share arrangement in accordance with the Remuneration Policy for the Board of Management of ASML Holding N.V. (version 2014) (the “Policy”), including the number of performance shares for the Board of Management to be determined by the calculation method as described in the Policy, and authorization of the Board of Management to issue the performance shares for the financial year 2014 and subsequent years, subject to approval of the Supervisory Board.

The Chairman proceeded to deal with agenda item 9b, the proposal to approve the performance share arrangement for the Board of Management as included in the revised Remuneration Policy for the Board of Management (version 2014), including the maximum number of performance shares for the Board of Management. This number of shares to be granted shall be calculated using the calculation method as described in the Policy. The Chairman continued by explaining that, because the performance share arrangement for the Board of Management was revised in the Remuneration Policy, separate approval for this revised arrangement is requested as required by Dutch law. The approval will be for the financial year 2014 and subsequent years. The Chairman referred to the Explanatory Notes to the Agenda for further information on the arrangement.

Furthermore, the Supervisory Board requests approval to conditionally grant such a maximum number of shares per January 1, 2014 and per January 1 of subsequent years as long as the Remuneration Policy will be applied, and as will be calculated using the calculation method described in the Remuneration Policy. Each year, the AGM will be informed with respect to the number of shares conditionally granted to the Board of Management for the current financial year.

Finally, in this item it is proposed to authorize the Board of Management to issue the earlier mentioned shares, subject to Supervisory Board approval. This authorization is requested for a period of maximum five years starting from the AGM held on April 24, 2013.

For more information about the implications of the revised performance share arrangement for the Board of Management, including the method used to calculate the maximum number of shares, refer to the Remuneration Policy for the Board of Management (version 2014) and in the rationale for Updating the Remuneration Policy for the Board of Management of ASML Holding N.V. Both documents are available on the web site of ASML.

The shareholders were then given the opportunity to ask questions.

As no questions were asked, the proposal was put to the vote. Mr Van Olffen requested the shareholders to cast their votes, and reported that the result was the following:

For	Against	Abstain	No vote

2,000,339,811 (99.18%)	16,482,915 (0.82%)	5,856,399	869,102,667
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The Chairman proceeded to deal with agenda item 10.

10. Approval of the number of stock options, respectively shares, for employees.

The Chairman explained that it was being proposed to set the number of stock options and/or shares for ASML employees (other than members of the Board of Management) for the period from the 2013 AGM up to the 2014 AGM at 1,150,000. For more information about the employee equity plans under which these options or shares can be granted, the Chairman referred to the explanatory notes to the agenda.

The Chairman then indicated that, together with the maximum number of shares for the Board of Management (350,000) as approved by the AGM under item 8, the total number of stock options or shares to be granted amounted to 1,500,000, which corresponded to approximately 0.4% of the share capital currently issued. Together with the options to be exercised and shares granted in previous years, this amounted to a total dilution of approximately 1.1%

The shareholders were then given the opportunity to ask questions.

Since there were no questions or comments concerning this item, the Chairman gave the floor to Mr Van Olffen in order to put the proposal to the vote. The result of the vote was as follows:

For	Against	Abstain	No Vote
2,017,136,016 (99.94%)	1,305,117 (0.06%)	4,237,992	869,102,667

The Chairman noted that the proposal had been adopted and then went on to deal with item 11 on the agenda.

11. Composition of the Board of Management

The Chairman first of all gave a brief explanation of the changes in the composition of the Board of Management as announced in a press release on April 17, 2013. The Chairman stated that Mr Meurice will leave ASML when his current contract ends on March 31, 2014. Mr Meurice was reappointed as CEO of ASML for a third term for a period of 2 years in 2012. At that time a deliberate choice was made for a two-year term; this gave Mr Meurice the opportunity to look out for a next step outside ASML, but it also meant that he could pick-up a number of challenges within ASML, for example the CCIP, the 450mm and EUV programs and the acquisition of Cymer. The Chairman went on to state that the Supervisory Board had carefully reviewed the challenges facing ASML in the coming years and the desired leadership profile that was needed to meet these challenges. These challenges mainly lay in the field of the execution of programs and initiatives. Given their knowledge of and experience in the Company and the industry, the decision was taken to appoint both Mr Wennink and Mr Van den Brink as President, in order to take over the management of the Company from July 1, together with the other members of the Board of Management. The period after 1 July will be a transition period, after which Eric Meurice will be able to look back on an excellent period.

In the coming weeks and months, a successor to Peter Wennink as CFO will be sought, so that the Board of Management will in the end consist of 5 persons again.

Next, the Chairman proceeded with the formal agenda item, the reappointment of Frits van Hout as Chief Marketing Officer and member of the Board of Management.

Pursuant to legal and statutory provisions the Supervisory Board is required to notify the AGM of the intention to appoint members of the Company's Board of Management. The appointment itself is done by the Supervisory Board.

The Supervisory Board notifies the AGM of the intended extension of the appointment term of Mr. Frits van Hout as Chief Marketing Officer and member of the Board of Management of ASML for a four year term. This period will commence this AGM and end per the AGM to be held in 2017.

The Chairman referred to explanatory notes to the agenda for this AGM for the reasons for the extension of the appointment term, as well as for the personal details of Mr. Van Hout and the main elements of Mr. Van Hout's contract, including his remuneration package.

After this explanation, the Chairman gave shareholders an opportunity to ask questions concerning this item. As there were none, the Chairman confirmed on behalf of the Supervisory Board that the appointment term of Mr Frits van Hout was be formally extended for a period of four years from April 24, 2013. He then went on to deal with item 12 on the agenda.

12. Composition of the Supervisory Board.

The Chairman informed shareholders that, as announced in 2012, Mmes Van den Burg and Van der Meer Mohr, and Messrs Siegle, Westerburgen and Ziebart were retiring by rotation. Mmes. Van den Burg and Van der Meer Mohr, and Mr. Ziebart were available for re-appointment. Mr. Siegle decided not to make himself available for reappointment for personal reasons, but ASML shall be able to continue to benefit from Mr. Siegle's expertise, as he will be appointed as external advisor to the Technology & Strategy Committee. Mr. Westerburgen was not available for reappointment in line with the Supervisory Board's rotation schedule. After a word of gratitude for Messrs Siegle and Westerburgen, the Chairman continued by saying that in this agenda item two persons were nominated for appointment as members of the Supervisory Board: Mr. Doug Grose and Ms. Carla Smits-Nusteling.

The Chairman then reported that the Works Council had been timely provided with the opportunity to determine its opinion with respect to the proposed reappointments and appointments, and was in favor thereof. The shareholders and the Works Council did not use their recommendation rights with respect to these vacancies. For the reappointment of Mmes. Van den Burg and Van der Meer Mohr, the Works Council used its strengthened recommendation right. For the motivations for these nominations, as well as the personal details of the candidates the Chairman referred to the Explanatory Notes to the Agenda.

The Chairman asked if there were any questions.

Mr Stevense observed that five people are being nominated for appointment or reappointment, whereas the Supervisory Board is made up of eight members, and he asked whether the rotation schedule has been set up in a balanced manner.

The Chairman answered that the aim is to nominate a maximum of two new members per year, as is the case this year; the other candidates are being reappointed. The number of reappointments at ASML is relatively high; this is partly due to the principles included in the profile of the Supervisory Board: persons who have served as members of the Supervisory Board for eight years or longer or who are seventy years or above are reappointed for a term

of two years. In conclusion, he stated that the Supervisory Board pays a great deal of attention to a balanced rotation schedule.

Ms Reijma, VBDO, was keen to know how ASML deals with diversity, particularly with regard to the number of women in executive positions.

The Chairman stated that this is a difficult subject for a technological company such as ASML. In order to be able to ensure that there are sufficient women in executive positions, ASML is aiming to have sufficient women join the Company, the idea being that a number of them will be able to move up to executive positions. Of the total intake of personnel in 2012, 30% were women. These were mainly women from outside the Netherlands. Girls Day was referred to, an event which attempts to bring technology more to the attention of a large group of girls and in which ASML participated.

Finally, the Chairman reported that three of the eight members of the Supervisory Board are women; this meets the desired criterion for the Supervisory Board.

Mr De Jongh, a private shareholder, asked why the members of the Supervisory Board do not own any shares in the Company. The Chairman replied that this has to do with the continental culture, in which it is prohibited, for example, to award shares to members of the Supervisory Board as part of their remuneration.

The Chairman then noted that there were no further questions concerning item 12 and therefore put the proposals to the vote.

12a Proposal to reappoint Ms H.C.J. van den Burg as member of the Supervisory Board for a period of maximum two years, in line with the Supervisory Board's profile.

The Chairman gave the notary the floor for a vote on item 12a on the agenda. Mr Van Olfen asked the shareholders to cast their votes. The result was as follows:

For	Against	Abstain	No vote
2,005,141,923 (99.34%)	13,282,929 (0.66%)	4,254,201	869,102,739

The Chairman noted that the proposal as set out in item 12a of the agenda had been adopted.

12b Proposal to reappoint Ms. P.F.M. van der Meer Mohr as member of the Supervisory Board for a period of maximum four years.

The Chairman requested Mr van Olfen to proceed with the vote. Mr Olfen asked the shareholders to vote on item 12b. The result of the vote was as follows:

For	Against	Abstain	No vote
2,004,419,961 (99.34%)	13,274,226 (0.66%)	4,984,866	869,102,739

The Chairman noted that the proposal under item 12b of the agenda had been adopted.

12c. Proposal to reappoint Mr W.H. Ziebart as member of the Supervisory Board for a period of maximum four years.

The Chairman asked Mr Van Olffen to proceed with the vote. Mr Olffen asked the shareholders to vote on item 12c. The result of the vote was as follows:

For	Against	Abstain	No vote
2,004,464,907 (99.34%)	13,224,231 (0.66%)	4,989,915	869,102,739

The Chairman noted that the proposal under item 12c of the agenda had been adopted.

12d. Proposal to appoint Mr D.A. Grose as member of the Supervisory Board for a period of maximum four years.

The Chairman asked Mr Van Olffen to proceed with the vote. Mr Olffen asked the shareholders to vote on item 12d. The result of the vote was as follows:

For	Against	Abstain	No vote
2,015,130,033 (99.90%)	1,935,378 (0.10%)	4,989,519	869,726,862

The Chairman noted that the proposal under item 12d of the agenda had been adopted.

12e. Proposal to reappoint Ms C.M.S. Smits-Nusteling as member of the Supervisory Board for a period of maximum four years.

The Chairman asked Mr Van Olffen to proceed with the vote. Mr Olffen asked the shareholders to vote on item 12e. The result of the vote was as follows:

For	Against	Abstain	No vote
2,015,694,333 (99.90%)	1,997,136 (0.10%)	4,987,584	869,102,739

The Chairman noted that the proposal under item 12e of the agenda had been adopted. He congratulated the Supervisory Board members with their (re)appointments and moved on to item 13 on the agenda.

13. Composition of the Supervisory Board in 2014.

The Chairman pointed out that this item concerned the notification of the vacancies that would arise on the Supervisory Board in 2014.

In 2014, Messrs Bilous and Fröhlich would retire by rotation. Both Supervisory Board members were in principle available for reappointment. The General Meeting of Shareholders and the Works Council were entitled to make recommendations for filling these vacancies.

After the Chairman had noted that there were no questions concerning this item, he went on to deal with item 14 on the agenda.

14. Proposal to reappoint the External Auditor for the reporting year 2014.

The Chairman reported that Deloitte Accountants B.V. had been appointed External Auditor of ASML in 1995 for an indefinite period. In view of the external developments relating to the profession of accountant and of the current governance requirements, it had been decided in 2012 to change the unlimited appointment term of the External Auditor into an annual (re)appointment for the subsequent year, to be approved by the AGM.

The Chairman went on to say that, as indicated in the Explanatory Notes to the Agenda, the Audit Committee had, at the end of 2011, conducted an extensive assessment with respect to the performance of the External Auditor and that the result of the assessment was positive with some minor points of attention. Therefore, it was decided to perform a limited evaluation over the financial year 2012. The result of this assessment was positive, again with some minor attention points. The Chairman then announced that the Supervisory Board, following the recommendation of the Audit Committee, was therefore proposing that Deloitte Accountants B.V. be reappointed as ASML’s External Auditor for the 2014 reporting year.

The Chairman noted that no questions were forthcoming and asked Mr Van Olfen to put the proposal to the vote. The result of the vote was as follows:

For	Against	Abstain	No vote
1,956,428,676 (96.94%)	61,843,959 (3.06%)	4,405,509	869,103,648

The Chairman noted that the proposal as set out in item 14 of the agenda had been adopted and went on to deal with item 15.

15. Proposals 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

By way of introduction to item 15, the Chairman indicated that the Board of Management considered it to be in the Company’s and the shareholders’ interests to be able to react quickly when certain opportunities arise requiring the issue of shares. In situations in which it was imperative to act quickly, the Board of Management also considered it desirable to exclude the pre-emption rights in order to preserve the ability to act quickly and avoid disruptive market speculation which might arise if an extraordinary shareholders’ meeting had to be convened. In 2012 this authorization was used in connection with the acquisition of Cymer, Inc. The Chairman stressed that, although the shares to the former Cymer shareholders still have to be issued, the Board of Management resolved to issue those shares in October 2012. Such issue will therefore be completed under the authorization granted at the EGM of September 2012.

The Chairman referred to the Explanatory Notes to the Agenda for more background information concerning this item.

15a Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013, to issue shares or rights to subscribe for shares in the capital of the Company, subject to approval of the Supervisory Board, as indicated in the agenda and the explanatory notes, limited to 5% of the issued share capital at the time of the authorization.

The Chairman gave shareholders an opportunity to ask questions. Since no questions were asked, the item was put to the vote by Mr Van Olfen. The result was as follows:

For	Against	Abstain	No vote
2,011,181,337 (99.64%)	7,228,692 (0.36%)	4,268,115	869,103,648

The Chairman noted that the proposal under item 15a had been adopted and then went on to deal with item 15b on the agenda.

15b Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013 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.

Since no questions were forthcoming, the Chairman gave the floor to Mr Van Olfen, who put the proposal to the vote. The result was as follows:

For	Against	Abstain	No vote
2,008,497,735 (99.51%)	9,905,436 (0.49%)	4,274,973	869103,648

The Chairman noted that the proposal had been approved and went on to deal with item 15c.

15c Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013, to issue shares or rights to subscribe for shares in the capital of the Company, subject to approval of the Supervisory Board, for an additional 5% of the issued share capital at the time of the authorization, which 5%, as indicated in the agenda and explanatory notes, can only be used in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances.

Since there were no questions, the Chairman gave Mr Van Olfen the floor for the vote on this proposal. The result was as follows:

For	Against	Abstain	No vote
2,012,799,456 (99.72%)	5,616,864 (0.28%)	4,261,824	869,103,648

In view of this result, the Chairman noted that the proposal under item 15c had been approved.

15d Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013, 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.

The Chairman asked Mr Van Olfen to put the proposal to the vote as no questions had been asked. The result of the vote was:

For	Against	Abstain	No vote
1,998,517,329 (99.01%)	19,892,286 (0.99%)	4,268,529	869,103,648

The Chairman accordingly announced that the proposal as set out in item 15d of the agenda had been adopted.

Introduction to items 16 and 17 of the agenda

By way of introduction to items 16 and 17, the Chairman indicated that these items related to proposals for repurchases and cancellations of shares, as had also been submitted to previous AGMs for approval.

The Chairman also explained that ASML wanted to have maximum flexibility in providing a return on capital to its shareholders. To enable such optimum flexibility, the AGM was being asked to mandate further share repurchases and to further authorize cancellation of shares if the Company were to decide to implement further share repurchase programmes. Implementation of share repurchase programmes was dependent on various factors, and there was no certainty as to further a return on capital, nor as to the timing, execution or method of a possible further return on capital.

Finally, the Chairman referred to the information concerning the current share repurchase programme contained under item 2 of the agenda.

16. Proposals to authorize the Board of Management to acquire ordinary shares in the Company's share capital.

The Chairman explained that the authorisation to purchase own shares as requested in items 16a and 16b of the agenda would, in combination with the proposal under item 17, enable the Company to repurchase a maximum of 2 x 10% of issued shares and to cancel a maximum of 2 x 10% of issued shares.

16a. Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013 to acquire - subject to the approval of the Supervisory Board - ordinary shares in the Company's share capital up to 10% of the issued share capital at the date of authorization (April 24, 2013), 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.

The Chairman referred to the text of the proposal as contained in the agenda and gave the shareholders an opportunity to ask questions.

Mr De Jongh, a private shareholder, asked why large amounts are spent on share buybacks, instead of, for example, making additional investments in R&D.

Mr Wennink explained that the Company needs to look at the most efficient way of spending its cash resources. For ASML, a technology company with a strong growth profile, this means, in addition to annually increasing R&D investments, the distribution of a stable or growing dividend and a share buyback program in order to increase the earnings per share.

Mr Boom, a private shareholder, asked why the CCIP, in which customers invest in ASML R&D among other things, was established, given ASML's cash position and financing policy.

Mr Wennink replied that an important aspect of the CCIP is sharing of risks by the industry of investment in new technologies.

Since no more questions were asked, the Chairman gave the floor to Mr Van Olffen, who asked the shareholders to cast their votes. The result of the vote was as follows:

For	Against	Abstain	No vote
2,012,561,649 (99.72%)	5,711,625 (0.28%)	4,404,816	869,103,702

In view of this result, the Chairman noted that the item had been adopted and went on to deal with item 16b.

16b. Proposal to authorize the Board of Management for a period of 18 months from April 24, 2013 to acquire - subject to the approval of the Supervisory Board - additional ordinary shares in the Company's share capital up to 10% of the issued share capital at the date of authorization (April 24, 2013), for valuable consideration, on Euronext Amsterdam or 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.

Conditions to the additional authorization are that:

- (i) all shares acquired by the Company following the authorization under a. and not being held as treasury shares for the purpose of covering outstanding employee share and stock option plans, have been cancelled or will be cancelled, pursuant to item 17; and**
- (ii) the number of ordinary shares which the Company may at any time hold in its own capital will not exceed 10%.**

The Chairman referred to the text of the proposal as contained in the Agenda and explained that the reason for asking for this additional authorisation was to obtain additional flexibility in providing a return on capital to shareholders.

Since no questions were forthcoming, the proposal was then put to the vote. The result of the vote was as follows:

For	Against	Abstain	No vote
1,992,524,265 (98.73%)	25,723,593 (1.27%)	4,400,730	869,133,204

The Chairman noted that the item had been adopted with the required majority of votes and then went on to deal with item 17.

17. Proposal to cancel ordinary shares

The Chairman again referred to the text of the proposal as contained in the agenda and the explanatory notes thereto and gave the shareholders an opportunity to ask questions. As no questions were asked, the Chairman asked Mr Van Olffen to put the proposal to the vote. Mr Van Olffen announced that the result of the vote was as follows:

For	Against	Abstain	No vote
2,015,571,060 (99.86%)	2,848,212 (0.14%)	4,256,721	869,105,799

The Chairman noted that the item had been adopted with the required majority of votes and then went on to deal with item 18.

18. Any other business

The Chairman gave those present the opportunity to ask questions about matters which had not been dealt with at the meeting.

Mr Stevense, SRB, suggested to extend the financial calendar as included in the annual report, so that this calendar runs up to and including the shareholders' meeting in which the annual report in question is discussed.

Mr Wennink stated that the financial calendar is available on the website and that Mr Stevense's suggestion will be taken into consideration.

Mr Troost, a private shareholder, asked whether an explanation can be given with regard to the possible set-up of a nano institute, and what ASML's intellectual property policy is.

Mr Van den Brink explained that in order to increase the quantity and deepen the quality of technology, ASML is not only investing in R&D within its own organization, but is also investing in research in cooperation with technical universities and research institutes such as TNO and Imec. ASML is currently looking into possibilities of technological collaboration aimed at the longer term. When it comes to intellectual property, Mr Van den Brink stated that ASML has a strong IP department which ensures that patent applications are filed for all the inventions made within the company. A policy is also in place which is aimed at preventing patent infringement by ASML.

19. Closing.

The Chairman closed the meeting and thanked those present for attending.

"Safe Harbor" Statement under the US Private Securities Litigation Reform Act of 1995: the matters discussed in this document may include forward-looking statements, including statements made about our outlook, realization of systems backlog, IC unit demand, financial results, average selling price, gross margin and expenses, dividend policy, R&D and technological development and intention to repurchase shares and resignations and appointments of executive officers. These forward looking statements are subject to risks and uncertainties including, but not limited to: economic conditions, product demand and semiconductor equipment industry capacity, worldwide demand and manufacturing capacity utilization for semiconductors (the principal product of our customer base), including the impact of general economic conditions on consumer confidence and demand for our customers' products, competitive products and pricing, the impact of manufacturing efficiencies and capacity constraints, the continuing success of technology advances and the related pace of new product development and customer acceptance of new products, our ability to enforce patents and protect intellectual property rights, the risk of intellectual property litigation, availability of raw materials and critical manufacturing equipment, trade environment, changes in exchange rates, available cash, distributable reserves for dividend payments and share repurchases, our ability to successfully integrate Cymer, and other risks indicated in the risk factors included in ASML's Annual Report on Form 20-F and other filings with the US Securities and Exchange Commission.