

## 2015 Annual General Meeting of Shareholders

### Resolutions taken 22 April 2015

Overview of the resolutions taken at the Annual General Meeting of Shareholders of ASML Holding N.V. on 22 April 2015.

At the AGM **316,482,779 shares** were represented, giving entitlement to an aggregate of **2,848,345,011 votes**.<sup>1</sup>

#### Agenda item 4: Proposal to adopt the financial statements for the financial year 2014, as prepared in accordance with Dutch law

Overview votes		Percentage
For	2,165,144,661	99.99 %
Against	259,614	0.01 %
Abstained	2,768,859	
No Vote	680,171,877	
<b>Total</b>	<b>2,848,345,011</b>	

#### Agenda item 5: Proposal to discharge the members of the Board of Management from all liability for their responsibilities in the financial year 2014

Overview votes		Percentage
For	2,147,931,846	99.55 %
Against	9,769,653	0.45 %
Abstained	10,477,035	
No Vote	680,166,477	
<b>Total</b>	<b>2,848,345,011</b>	

#### Agenda item 6: Proposal to discharge the members of the Supervisory Board from all liability for their responsibilities in the financial year 2014

Overview votes		Percentage
For	2,147,928,993	99.55 %
Against	9,747,234	0.45 %
Abstained	10,502,298	
No Vote	680,166,486	
<b>Total</b>	<b>2,848,345,011</b>	

#### Agenda item 8: Proposal to adopt a dividend of EUR 0,70 per ordinary share of EUR 0,09

Overview votes		Percentage
For	2,160,627,597	99.96 %
Against	841,626	0.04 %
Abstained	6,710,202	
No Vote	680,165,586	
<b>Total</b>	<b>2,848,345,011</b>	

<sup>1</sup> The issued share capital of ASML Holding N.V. per the registration date, 25 March 2015, amounted to 438,447,554 shares. Considering the number of treasury shares, 6,363,774 shares, the total number of issued shares to which voting rights were attached, amounted to 432,083,780 shares, giving entitlement to a total number of 3,888,754,020 votes.

**Agenda item 9: Proposal to adopt some adjustments to the Remuneration Policy**

Overview votes		Percentage
For	2,099,879,460	<b>99.89 %</b>
Against	2,365,938	<b>0.11 %</b>
Abstained	65,934,027	
No Vote	680,165,586	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 10: Proposal to approve the number of shares for the Board of Management**

Overview votes		Percentage
For	2,093,054,823	<b>99.37 %</b>
Against	13,238,829	<b>0.63 %</b>
Abstained	61,885,773	
No Vote	680,165,586	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 11: Proposal to approve the number of stock options and/or shares for employees**

Overview votes		Percentage
For	2,157,727,797	<b>99.65 %</b>
Against	7,684,173	<b>0.35 %</b>
Abstained	2,764,845	
No Vote	680,168,196	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 13a: Proposal to appoint Ms A. Aris as member of the Supervisory Board**

Overview votes		Percentage
For	2,141,201,637	<b>98.93 %</b>
Against	23,185,089	<b>1.07 %</b>
Abstained	3,789,747	
No Vote	680,168,538	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 13b: Proposal to appoint Mr G.J. Kleisterlee as member of the Supervisory Board**

Overview votes		Percentage
For	2,152,443,051	<b>99.46 %</b>
Against	11,674,791	<b>0.54 %</b>
Abstained	4,058,973	
No Vote	680,168,196	
<b>Total</b>	<b>2,848,345,011</b>	

### Agenda item 13c: Proposal to appoint Mr R.D. Schwalb as member of the Supervisory Board

Overview votes		Percentage
For	2,160,771,156	<b>99.93 %</b>
Against	1,543,023	<b>0.07 %</b>
Abstained	3,794,130	
No Vote	682,236,702	
<b>Total</b>	<b>2,848,345,011</b>	

### Agenda item 15: Proposal to appoint KPMG Accountants N.V. as the External Auditor for the reporting year 2016

Overview votes		Percentage
For	2,162,070,630	<b>99.85 %</b>
Against	3,339,324	<b>0.15 %</b>
Abstained	2,760,201	
No Vote	680,174,856	
<b>Total</b>	<b>2,848,345,011</b>	

### Agenda item 16a: Proposal to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares (5%)

Overview votes		Percentage
For	2,162,475,855	<b>99.87 %</b>
Against	2,866,635	<b>0.13 %</b>
Abstained	2,824,425	
No Vote	680,178,096	
<b>Total</b>	<b>2,848,345,011</b>	

### Agenda item 16b: Proposal to authorize the Board of Management to restrict or exclude pre-emption rights

Overview votes		Percentage
For	2,151,368,055	<b>99.36 %</b>
Against	13,958,721	<b>0.64 %</b>
Abstained	2,810,592	
No Vote	680,207,643	
<b>Total</b>	<b>2,848,345,011</b>	

### Agenda item 16c: Proposal to authorize the Board of Management to issue shares or grant rights to subscribe for ordinary shares in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances (5%)

Overview votes		Percentage
For	2,141,405,667	<b>98.89 %</b>
Against	23,965,443	<b>1.11 %</b>
Abstained	2,795,787	
No Vote	680,178,114	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 16d: Proposal to authorize the Board of Management to restrict or exclude pre-emption rights**

Overview votes		Percentage
For	1,994,065,515	<b>92.09 %</b>
Against	171,285,480	<b>7.91 %</b>
Abstained	2,815,920	
No Vote	680,178,096	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 17a: Proposal to authorize the Board of Management to repurchase ordinary shares up to 10% of the issued share capital**

Overview votes		Percentage
For	2,164,268,880	<b>99.95 %</b>
Against	1,104,561	<b>0.05 %</b>
Abstained	2,793,456	
No Vote	680,178,114	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 17b: Proposal to authorize the Board of Management to repurchase additional ordinary shares up to 10% of the issued share capital**

Overview votes		Percentage
For	2,131,084,548	<b>98.42 %</b>
Against	34,268,481	<b>1.58 %</b>
Abstained	2,813,445	
No Vote	680,178,537	
<b>Total</b>	<b>2,848,345,011</b>	

**Agenda item 18: Proposal to cancel ordinary shares**

Overview votes		Percentage
For	2,160,167,697	<b>99.76 %</b>
Against	5,136,894	<b>0.24 %</b>
Abstained	2,862,324	
No Vote	680,178,096	
<b>Total</b>	<b>2,848,345,011</b>	