

2016 Annual General Meeting of Shareholders

Resolutions taken 29 April 2016

Overview of the resolutions taken at the Annual General Meeting of Shareholders of ASML Holding N.V. on 29 April 2016.

At the AGM **314,192,887 shares** were represented, giving entitlement to an aggregate of **2,827,735,986 votes**.¹

Agenda item 4: Proposal to adopt the financial statements of the Company for the financial year 2015, as prepared in accordance with Dutch law

Overview votes		Percentage
For	2,260,358,211	99.98 %
Against	374,958	0.02 %
Abstained	143,415	
No Vote	566,868,402	
Total	2,260,876,584	

Agenda item 5: Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2015

Overview votes		Percentage
For	2,222,948,776	99,15 %
Against	18,940,608	0,85 %
Abstained	29,048,409	
No Vote	566,807,193	
Total	2,260,937,793	

Agenda item 6: Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2015

Overview votes		Percentage
For	2,196,748,479	99,14 %
Against	18,956,322	0,86 %
Abstained	45,232,992	
No Vote	566,807,193	
Total	2,260,937,793	

Agenda item 8: Proposal to adopt a dividend of EUR 1.05 per ordinary share

Overview votes		Percentage
For	2,249,957,865	99,79 %
Against	4,799,718	0,21 %
Abstained	6,180,210	
No Vote	566,807,193	
Total	2,260,937,793	

¹ The issued share capital of ASML Holding N.V. per the registration date, 1 April 2016, amounted to 433,333,490 shares. Considering the number of treasury shares, 7,852,110 shares, the total number of issued shares to which voting rights were attached, amounted to 425,481,380 shares, giving entitlement to a total number of 3,829,332,420 votes.

Agenda item 9: Proposal to approve the number of shares for the Board of Management

Overview votes		Percentage
For	2,191,768,437	99,18 %
Against	18,164,016	0,82 %
Abstained	50,969,340	
No Vote	566,843,193	
Total	2,260,901,793	

Agenda item 10: Proposal to approve the number of stock options and/or shares for employees

Overview votes		Percentage
For	2,249,808,546	99,51 %
Against	10,972,206	0,49 %
Abstained	119,241	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 12: Proposal to appoint KPMG as External Auditor for the reporting year 2017

Overview votes		Percentage
For	2,256,261,474	99,80 %
Against	4,561,290	0,20 %
Abstained	77,229	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 13a: Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares (5%)

Overview votes		Percentage
For	2,257,531,302	99,86 %
Against	3,103,758	0,14 %
Abstained	259,983	
No Vote	566,849,943	
Total	2,260,895,043	

Agenda item 13b: Authorization to restrict or exclude pre-emption rights

Overview votes		Percentage
For	2,241,403,194	99,15 %
Against	19,206,036	0,85 %
Abstained	290,763	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 13c: Authorization to issue ordinary 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		<i>Percentage</i>
For	2,153,201,691	95,24 %
Against	107,588,466	4,76 %
Abstained	109,836	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 13d: Authorization to restrict or exclude pre-emption rights

Overview votes		<i>Percentage</i>
For	1,894,924,155	83,82 %
Against	365,701,851	16,18 %
Abstained	273,978	
No Vote	566,845,002	
Total	2,260,899,984	

Agenda item 14a: Authorization to repurchase ordinary shares up to 10% of the issued share capital

Overview votes		<i>Percentage</i>
For	2,253,589,563	99,68 %
Against	7,257,897	0,32 %
Abstained	52,533	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 14b: Authorization to repurchase additional ordinary shares up to 10% of the issued share capital

Overview votes		<i>Percentage</i>
For	2,204,572,629	98,09 %
Against	43,021,557	1,91 %
Abstained	13,305,807	
No Vote	566,844,993	
Total	2,260,899,993	

Agenda item 15: Proposal to cancel ordinary shares

Overview votes		<i>Percentage</i>
For	2,254,294,929	99,72 %
Against	6,342,462	0,28 %
Abstained	262,602	
No Vote	566,844,993	
Total	2,260,899,993	