

**Minutes¹ of the
Annual General Meeting of Shareholders
of ASML Holding N.V.
held on April 29, 2016**

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

General remarks

These minutes of the Annual General Meeting of Shareholders ("AGM") of ASML Holding N.V. ("ASML" or the "Company"), held on April 29, 2016, are intended purely for informational purposes and are not intended to be complete. They contain a report of the Annual General Meeting of Shareholders of April 29, 2016 and do not deal with events after April 29, 2016. These minutes should be read in conjunction with the agenda and the explanatory notes to the agenda for this meeting, the 2015 Statutory Annual Report, the annual report on Form 20-F filed with the US Securities and Exchange Commission (the "SEC"), for the year ended December 31, 2015, and other documents that ASML files with the SEC from time to time. 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.

Cautionary Statement on Forward Looking Statements

This document contains statements relating to certain projections and business trends that are forward-looking, including statements with respect to our outlook, including expected customer demand in specified market segments including memory, logic and foundry and expected customer demand for particular nodes, expected trends, expected levels of service sales, systems backlog, expected financial results, including expected sales, other income, gross margin, R&D and SG&A expenses and effective annualized tax rate, annual revenue opportunity for ASML and EPS potential by end of decade, productivity of our tools and systems performance, TWINSCAN and EUV system performance (such as endurance tests), expected industry trends and business environment, statements with respect to expected system shipments, including the number of EUV systems expected to be shipped and timing of shipments and recognition in revenue and other EUV targets (including availability, productivity and shipments) and roadmaps, shrink being key driver to industry growth, expected industry adoption of EUV, the expected continuation of Moore's law and that EUV will continue to enable Moore's law and drive long term value, goals for holistic lithography, intention to return excess cash to shareholders, and statements about our proposed dividend, dividend policy and intention to repurchase shares. You can generally identify these statements by the use of words like "may", "will", "could", "should", "project", "believe", "anticipate", "expect", "plan", "estimate", "forecast", "potential", "intend", "continue" and variations of these words or comparable words. These statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about the business and our future financial results and readers should not place undue reliance on them. Forward-looking statements do not guarantee future performance and involve risks and uncertainties. These risks and uncertainties include, without limitation, 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 any manufacturing efficiencies and capacity constraints, performance of our

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

systems, the continuing success of technology advances and the related pace of new product development and customer acceptance of new products including EUV, the number and timing of EUV systems expected to be shipped and recognized in revenue, delays in EUV systems production and development, 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, changes in tax rates, available cash and liquidity, our ability to refinance our indebtedness, distributable reserves for dividend payments and share repurchases, 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. These forward-looking statements are made only as of the date of this document. We do not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

1. Opening

The Chairman opened the AGM of ASML and welcomed all those present. The Board of Management was represented at the meeting by Messrs Wennink, Van den Brink, Van Hout, Nickl and Schneider-Maunoury. The Supervisory Board was represented by Mmes Aris and Smits-Nusteling and Messrs Grose, Kleisterlee, Schwalb, Stork, Ziebart and the Chairman. Ms. Van der Meer Mohr was unfortunately not able to attend this AGM due to other commitments.

Mr Kleipool, 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 (Discussion item)

The Chairman invited Mr Wennink to take the floor to give a summary of ASML's activities and the status of technology developments.

Mr. Wennink first explained ASML's vision, mission and corporate priorities. ASML's vision is making possible affordable microelectronics that improve the quality of life. ASML's mission is the continuation of Moore's Law (the economic 'rule' that the number of transistors per computer chip doubles every two years against the same cost), enabling the manufacturing of cheaper, more powerful and energy-efficient semiconductors. ASML tries to achieve this by inventing, developing and producing advanced solutions in the field of lithography, metrology and software for the semiconductor industry. To execute this mission, ASML has set five corporate priorities: Make it work: execution of the technological roadmap in line with customer needs; Make it well: delivering quality; Make it together: close cooperation with customers and suppliers in view of our mutual dependence and the increasing complexity of the technology; Make it worth it: economic profitability and value creation; Make us grow: the development of ASML's human capital.

Mr. Wennink then presented the worldwide spread of ASML sites and employees and he explained that ASML has three business lines: DUV (current technology based on a Deep UV light source), EUV (next generation technology based on an Extreme UV light source) and Applications (solutions in the area of software and metrology, supporting lithography processes). Next, Mr. Wennink explained the technological developments in the various types of technology. As regards EUV, Mr. Wennink informed the shareholders that ASML's customers had recently expressed their increased confidence in the EUV technology for the future at a technology conference. Finally, Mr. Wennink showed the technological targets

related to EUV as well as the progress that had been made in this area in the past year. Thereafter he gave the floor to Mr. Nickl.

Mr. Nickl reported that 2015 had been a good year for ASML, with record sales, an increased gross margin and significant earnings per share and cash flow. In 2015 ASML returned EUR 867 million to shareholders by means of dividend payment and share buybacks. Next, Mr. Nickl presented the P&L and the division of revenue per end use. Mr. Nickl noted that 2015 was a strong memory year and that the share of service & options increased compared to 2014. Looking at the sales per technology, the large share of DUV immersion technology stands out. As far as sales per region are concerned, Korea was strong in 2015. Thereafter, Mr. Nickl highlighted the Q1 '16 results, which were in line with expectations. Earnings per share came out slightly higher than expected. The memory segment was strong in Q1 '16. In addition, it was noted that China's share in revenue had increased significantly. The order portfolio was healthy, with a strong share for the logic segment. The balance sheet was also healthy, with a cash position of EUR 3.1 billion, slightly higher inventory due to a possible ramp in Q2 '16.

Then, Mr. Nickl gave an update on the developments in the semiconductor market as a whole, noting that growth in the memory segment slightly flattened, while the logic and service & option segments were strong. ASML expected Q2 '16 sales of approx. EUR 1.7 billion and a slightly lower gross margin of approx. 42%. The reason for the slightly lower gross margin was that EUV revenue can only be partly recognized, while ASML must take full cost. Mr. Nickl then presented the long term financial planning, which is aimed at reaching EUR 10 billion sales by 2020. Finally, Mr. Nickl showed the cumulative capital return to shareholders from 2008 onwards; he reported that, in January 2016, the share buyback program had been extended, and he referred to the proposal to pay a 2015 dividend in the amount of EUR 1.05 per share.

The Chairman then gave the floor to Notary Kleipool.

Mr Kleipool informed the meeting that the total number of shares issued on the registration date for this AGM was 433,333,490 shares, of which 7,852,110 shares were held as treasury shares. The total number of shares to which voting rights were attached amounted to 425,481,380 shares, corresponding to a total number of 3,829,332,420 voting rights, as one ordinary share gives the entitlement to cast nine votes. Mr Kleipool then reported that he had determined that 1,629 shareholders had been present or were represented at the beginning of the meeting. Together they represent 314,193,887 shares, giving the entitlement to 2,827,744,986 votes². Mr Kleipool added that this meant that 73.8% of the share capital was present or represented. Mr Kleipool furthermore reported that one customer shareholder under the CCIP was also represented at this AGM; representing approx. 14% of the outstanding share capital of ASML, but was not entitled to vote on the items on the agenda.

Mr Kleipool 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 Kleipool also reported that the legal and statutory requirements for convening the Annual 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 Kleipool reported that all voting items on the agenda could be adopted with a simple majority of the votes cast, as more than 50% of the issued was represented.

² At the AGM a number of 314,192,887 shares, giving entitlement to 2,82,735,986 voting rights was erroneously reported to Mr. Kleipool. The correct number of shares and voting rights (difference of 1,000 shares and 9,000 voting rights) is included in the minutes, for clarification purposes.

Mr Kleipool 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 implementation of the Company's Remuneration Policy (Discussion item)

The Chairman reported that the implementation of the remuneration policy in 2015 was a separate discussion item, preceding the adoption of the financial statements. The Chairman gave the floor to Mr. Ziebart, Chairman of the Remuneration Committee, for a further explanation regarding this topic.

Mr Ziebart presented the main elements of the implementation of the remuneration policy in 2015, based on the remuneration policy, which became effective as per January 1, 2014, and was slightly updated per the AGMs held in 2014 and 2015. Per January 1, 2015, base salaries increased with 2%, in line with the salary increase of ASML management in the Netherlands. The short-term incentive payout over 2015 was 82.5% of maximum, resulting in a payout of 74.22% of base salary. As regards the long-term incentive, the achievement level for the performance period 2013-2014-2015 was 95% of maximum. ASML ranked second in the ROAIC peer group, leading to a 100% score; the qualitative target achievement amounted to 74.8%.

After this presentation, the Chairman gave the shareholders the opportunity to ask questions.

Mr. Swinkels, a private investor, requested clearer signposting next year. The Chairman replied that this will be taken into account.

Next, the Chairman informed those present that, effective today, Mr. Ziebart transferred his chairman role in the Remuneration Committee to Mr. Schwalb. The Chairman thanked Mr. Ziebart for his efforts and great contribution to the changes that have taken place in the past years in terms of Board of Management remuneration. In addition, the Chairman announced that Mr. Stork would become a member of the Remuneration Committee effective today. He wished both Supervisory Board members good luck in their new roles.

The Chairman then went on to deal with item 4 on the agenda.

4. Discussion of the 2015 Annual Report, including ASML's corporate governance chapter, and proposal to adopt the financial statements for the financial year 2015, as prepared in accordance with Dutch law. (Voting item)

The Chairman reported that ASML had again drawn up two sets of annual accounts in 2015, 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 submitted for adoption. 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 2015 and pointed out that there is only one item that is possibly not fully in line with the Code. This remaining item concerns the period of at least five years during which performance shares were required to be retained by the Board of Management, as described in the Corporate Governance Chapter.

The Chairman reported that, on 11 February 2016, the Dutch Monitoring Committee Corporate Governance Code published a consultation document which included a proposal

for revision of the Dutch Corporate Governance Code. Both the Supervisory Board and the Board of Management had extensively reviewed and discussed the Monitoring Committee's revision proposal, and ASML had provided feedback in the consultation procedure. The revised Code is expected to be adopted in the course of 2016, in order for it to become effective per the financial year 2017. ASML will continue to follow these developments closely.

The Chairman then gave the floor to Ms. Smits-Nusteling, Chair of the Audit Committee, to provide a short statement on the responsibilities and activities of the Audit Committee.

Ms. Smits-Nusteling explained that ASML's Audit Committee was actively involved in ASML. In the first place, this active involvement concerns interaction with the external auditor, Deloitte Accountants B.V. ("Deloitte"). The Audit Committee determines the appointment of the partner who leads the financial audits, the remuneration of the auditor and the content of the activities. The external auditor is present at every Audit Committee meeting, and after each physical meeting the Audit Committee and the external auditor discuss the state of affairs at ASML without the presence of management. Ms. Smits-Nusteling went on to say that the regular topics of discussion include quarterly results and annual reports, including the interim report, financial processes and reports, among other things. During every meeting, the Audit Committee discusses revenue recognition, inventory valuation and valuation of goodwill, intangible fixed assets, tax accounting and potential claims and litigation. In addition, attention is paid to the internal auditor's reports, which focus mainly on the operational performance of ASML. Furthermore, attention is paid to the observations of the external auditor with regard to the financial figures, the audit plan and the management letter, including the follow-up of the recommendations included in the management letter. The Audit Committee is also involved in the review of press releases, financing policy, the Board of Management's performance targets, risk management, tax and IT. Where necessary, an external expert may be called upon to advise ASML even more effectively.

After this statement, the Chairman gave the floor to Mr. Van de Goor, the authorized representative of Deloitte, to provide insight as to Deloitte's audit activities performed for ASML in 2015.

Mr Van de Goor first referred to the extensive, company specific auditor's report issued for the financial year 2015, which contains information about the scope of the audit, the materiality level and the specific areas of attention. As regards the scope of the audit, Mr Van de Goor remarked that most audit activities are performed by the Dutch audit team, in line with ASML's centralized financial administration. The main areas of attention are determined at the start of the financial year by means of a risk analysis; this is done in close cooperation with the Audit Committee. The Audit Committee is kept informed about the status and progress of the audit during the year. An important area of attention in 2015 was revenue recognition. Here, the central question was when and in what amount revenues could be recognized, given the complex contacts that concern various tools with different sales prices. A second point of attention was the valuation of inventory, which is important in view of the speed of technological developments within the semiconductor industry, resulting in a relatively high risk of obsolescence. Thirdly, attention was paid to the valuation of goodwill and other intangible fixed assets, whereby the focus lies on management's assumptions underlying the valuation. The external auditor also reviews the internal control processes and includes an opinion thereon in the annual accounts in accordance with US GAAP. For the financial year 2015 the conclusion was that the internal controls framework functioned effectively. In 2015 the external auditor issued a management letter, containing suggestions for improvement of internal controls. No significant observations came out of the management letter 2015. The management letter is discussed extensively with the Audit Committee and any action items are followed up by management. Finally, Mr. Van de Goor reported that Deloitte also reviewed the annual report, especially the risk factors paragraph

and the corporate governance chapter, as well as the annual report's compliance with legal requirements, its consistency with the annual accounts and with Deloitte's own observations on the status of ASML, based on among others Deloitte's attendance of Audit Committee meetings.

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

Mr. Geerts, a private investor, asked if ASML intends to develop activities outside the lithography scope in the future, for instance activities relating to the Applications business unit.

Mr. Wennink replied that the current knowledge and knowhow of the Applications group mainly concerns process control within the semiconductor industry and that it is not an easy job to apply that knowledge and knowhow in other industries. ASML's primary focus is process control at the customer, where there are important growth opportunities for the Applications activities, among other in the area of EUV technology.

Mr. Jorna, representative of the Dutch Shareholders' Association (*Vereniging van Effectenbezitters* ("VEB")) asked what the expectations are as regard the development of the order portfolio in Q2 '16. He also asked questions about EUV: what the impact of EUV system sales on the gross margin will be, if there any new EUV customers and if the EUV tools sold are volume manufacturing tools or pilot tools. In addition, Mr. Jorna inquired if the adoption of EUV would be delayed by the upgrades of DUV systems, which ASML offers its customers, what the size of the future EUV market would be, in view of the consumer electronics market and the Internet of Things, if ASML's suppliers are able to follow ASML in terms of the required investments in R&D. Finally, Mr. Jorna asked if an update could be given on the Energetiq case (re. intellectual property rights).

Mr. Wennink replied that the most important indicator for long term sales is ASML's planning, which ASML agrees upon with each of its customers individually and which concerns a period of 12 to 18 months.

Mr. Nickl answered the question on EUV gross margin by explaining that, as with the introduction of every new product, the gross margin is lower than the gross margin on existing products. It is expected to take several years before the gross margin on EUV tools will be at the corporate average level. In addition, an aspect that plays a role in relation to EUV gross margin is the fact that ASML is required to recognize full cost, but is only allowed to recognize part of the revenue as long as the EUV tools do not fully meet specifications. Mr. Nickl noted that this aspect will have a positive impact in the future, as ASML will be able to recognize revenue against no cost. Mr. Nickl answered the question on suppliers by explaining that ASML sometimes makes prepayments, similar to ASML customers making prepayments to ASML. The Energetiq case was settled; settlement costs are below materiality level and are included in the Q1 '16 results.

Mr. Wennink reported that four EUV tools had been shipped. Two of those shipments were based on the volume purchase agreement announced in April 2015; the other two shipments were individual orders. These systems are manufacturing tools; however, in the coming period the customers will use these tools for development activities. On the adoption of EUV Mr Wennink reported that the expectation is that EUV tools will be used for the production of 7nm semiconductors. To be able to continue shrink until that moment, ASML applies bridge solutions, such as upgrades of DUV tools, multiple patterning and the products of the Applications group. In view of the costs of these solutions, ASML expects customers to switch to EUV tools as soon as these tools meet all specifications. As regards the future market, Mr. Wennink replied that there will always be cycles in the market for end products; the Internet of Things offers new opportunities in that respect. What is most important for

ASML and its customers the continuation of Moore's Law, enabling the realization of future developments in a cost effective manner.

Mr. Stevense, representative of the Foundation for the Legal Protection of Investors (*Stichting Rechtsbescherming Beleggers* ("SRB")), asked questions about reports about customers adjusting the level of capital expenditures and the impact thereof on ASML, competition by Canon, mergers and acquisitions in the semiconductor industry and their possible impact on ASML, the cooperation between ASML and Da Nippon Control Systems Corporation and the level of the R&D budget.

Mr. Wennink answered that it is difficult to determine the impact of customer capital expenditures on ASML, as it is not always clear what customers will be investing in, and the litho intensity can vary depending on the chip generation. Canon is a continuous competitor of ASML in the market for mature tools. Mergers and acquisitions in the semiconductor market have a limited impact on ASML, as the end demand for products is ultimately the determining factor. The cooperation with Da Nippon Control Systems Corporation is a technological cooperation with a limited impact on ASML's R&D budget and product portfolio. The R&D budget for 2016 amounts to EUR 1.1 billion, the same level as in 2015. Expectation for the future is that the R&D budget will amount to approx. 13% of sales.

Mr. Boom, a private shareholder, referred to the developments in the area of photonic chips, and asked if this market offers growth opportunities for ASML. Mr. Boom further asked if the lasers ASML buys from Trumpf serve as alternatives for the Cymer lasers, what ASML's view is on future developments relating to the innovation box and to what extent ASML tools are able to withstand earthquakes, for instance the recent earthquake in Taiwan.

Mr. Van den Brink replied that ASML's tools are also capable of producing photonic chips and that there are potential growth opportunities in that area. The Trumpf and Cymer lasers are of a different type and cannot serve as alternatives. Mr. Van den Brink reported that there are approx. 4 substantial earthquakes on a yearly basis in locations where ASML tools operate. Experience is that the ASML tools are operational again relatively quickly, as the critical moving parts of the tools are positioned on air or magnetic beds.

Mr. Nickl answered the question on the innovation box, by explaining that the innovation box is important for ASML, as approx. 75% of profits are made in the Netherlands. For the Dutch government there is also an advantage to this, as it results in the creation of jobs. ASML's current tax ruling lapses at the end of 2016; ASML is discussing the possibilities for a new tax ruling with the Dutch tax authorities. Potential adjustments of the innovation box program as currently being prepared by the Dutch government, based on OECD recommendations, concern innovations that do not lead to patents. This situation does not apply to ASML.

Ms. Franssen, representative of the Railway Pension Fund (*Stichting Spoorwegpensioenfond*s), Public transport Pension Fund (*Stichting Pensioenfond*s *Openbaar Vervoer*), Health Insurance Company Menzis (*Zorgverzekeraar Menzis*) and the Bakery Pension Fund (*Stichting Pensioenfond*s *voor het Bakkersbedrijf*) remarked that she would like ASML to include additional information about its acquisition strategy in the annual report, for instance the financial and strategic criteria used by ASML.

Mr. Wennink explained that the criterion used by ASML is value creation for the customer by means of industrial synergies.

Ms. Claessens, representative of the Association of Investors in Sustainable Companies (*Vereniging van Beleggers voor Duurzaam Ondernemen* ("VDBO")), complimented ASML with the Corporate Responsibility Report 2015 and raised a number of question related thereto. Ms. Claessens expressed the opinion that risks in the area of natural capital, such as

water and materials scarcity, should be taken into account in annual reporting, and she asked what ASML's view is. She would further like to know to what extent natural capital aspects influence ASML's strategy. Next, Ms. Claessens asked a question about the sustainability related requirements ASML imposes on its suppliers and to what extent suppliers meet those requirements. She asked how and when ASML will follow up on the recommendations made by an external advisor in this area. Ms. Claessens remarked that ASML's tax strategy does not contain an explicit statement that ASML will not use organizational structures that are solely intended to lower the amount of taxation due and that ASML will not make use of tax havens; she requested ASML to consider adding such a statement to its tax strategy. Finally, Ms. Claessens posed a question about the 'social chain', namely if ASML has an employment plan in place for the less fortunate on the Dutch labor market.

Mr. Wennink replied that the availability of materials is part of ASML's risk analysis. An important aspect in relation hereto is the fact that ASML's manufacturing activities mainly consist of system assembly. Materials issues play a role at levels deeper in the supply chain, where ASML can use its influence less easily. With respect to the question related to supplier, Mr. Wennink explained that sustainability has been part of the supplier audits since one year; Mr. Wennink expects that the results of these audits will become visible in the future. He added that, next to audits, ASML pays a lot of attention to educating the supply chain in the area of sustainability. Mr. Wennink answered the question on the social chain by saying that diversity and care for society are core values in ASML's people vision and great place to work project. The ASML Foundation is active in the field of society's less fortunate; as far as diversity is concerned, ASML strives for a work force that reflects society. Mr. Wennink agreed to include more detailed information on ASML's diversity policy in the annual report.

Mr. Nickl explained that ASML's tax strategy is relatively uncomplicated. ASML strives for transparency in its relations with the tax authorities in the jurisdictions where ASML operates, as well as for a fair allocation of profits based on value creation in the various countries. ASML does not create any tax structures for the mere purpose of paying less tax. ASML will consider updating the text on tax strategy in the Corporate Responsibility Report in light of the foregoing.

Mr. Jorna, VEB, asked if it is correct that in the future enriched uranium will be used for manufacturing EUV tools, if ASML can provide a further explanation about a project of the Advanced Research Center for Nano Lithography ("ARCNL") to develop new technologies for imaging based on lensless microscopy, if ASML has any plans in relation to the Eurobond currently outstanding, given the current interest rates. Next, Mr. Jorna asked Mr. Van de Goor if the Dutch AFM's findings with respect to external auditors also apply to the ASML audit and if Mr. Van de Goor himself spends sufficient time on the ASML audit. Finally, Mr. Jorna asked if Deloitte had reviewed and approved the measures taken by ASML following the cyber-attack in 2015.

Mr. Van den Brink reported that he was not aware of any scenario in which the use of enriched uranium would be necessary or desirable for EUV system manufacturing. He continued by saying that the ARCNL project Mr. Jorna referred to pertains to the deposition of material on the wafer and the structuring of the wafer pattern. In the short term, Mr. Van den Brink sees no concrete use for this technology within ASML, noting the fact that ARCNL focuses on fundamental research projects for technologies in the long term.

Mr. Nickl went on to deal with the question on the Eurobond and explained that the Eurobond holders seem satisfied with the current situation. A potential tender offer would need to include appropriate compensation for the current bondholders. ASML closely monitors

developments in the bond markets in general; in case opportunities arise, ASML will consider using those.

Mr. Van de Goor answered the question about the Dutch AFM's inquiry and confirmed that the fines imposed on Deloitte did not relate to the ASML audits. No concerns came out of the review of the ASML audit files by the AFM. Mr. Van de Goor confirmed that management has taken measures following the cyber-attack in 2015; these measures were reviewed during the 2015 audit and there has been no reason to make any observations related to these measures.

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 Kleipool, who led the voting procedure. After the shareholders had voted, Mr Kleipool announced the result of the vote as follows:

Overview votes		<i>Percentage</i>
For	2,260,358,211	99.98 %
Against	374,958	0.02 %
Abstained	143,415	
Total	2,260,876,584	

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

The Chairman then moved on to item 5 on the agenda.

5. Discharge of the members of the Board of Management from liability for their responsibilities in the financial year 2015 (voting item)

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 2015 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 Kleipool, who asked the shareholders to cast their votes. After the shareholders had voted, Mr Kleipool announced the result of the vote as follows:

Overview votes		<i>Percentage</i>
For	2,212,948,776	99.15 %
Against	18,940,608	0.5 %
Abstained	29,048,409	
Total	2,260,937,793	

Consequently, the Chairman announced that the proposal as set out in item 5 of the agenda had been adopted.

The meeting then moved on to item 6.

6. Discharge of the members of the Supervisory Board from liability for their responsibilities in the financial year 2015.

The Chairman explained that it was proposed to discharge the members of the Supervisory Board from liability for their responsibilities during the financial year 2015. He did not give any further information and offered the shareholders the opportunity to ask questions.

Since there were no questions, the Chairman put forth that the proposal should be voted on. Mr Kleipool asked the shareholders to cast their votes, after which he announced the result of the vote as follows:

Overview votes		<i>Percentage</i>
For	2,196,748,479	99.14 %
Against	18,956,322	0.86 %
Abstained	45,232,992	
Total	2,260,937,793	

The Chairman noted that this item had been adopted with the required majority of votes and went on to deal with item 7 on the agenda.

7. Clarification of the reserves and dividend policy. (Discussion item)

The Chairman referred to the explanatory notes to the agenda and to the discussion under item 2. He again stressed that, although ASML intends to pay an annual dividend that would 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.

The Chairman gave those present an opportunity to ask questions concerning this item.

Mr. Jorna, VEB, remarked that he was satisfied with the dividend proposal in relation to the 2015 financial year, as this represented a 50% increase compared to the 2014 dividend. He would like to know if the dividend proposal in relation to the 2016 financial year will again show an increase compared to this year. He also asked, looking at ASML's current cash position, if there were any plans for acquisitions, for instance in the holistic lithography market.

The Chairman explained that the intention is to pay an annual dividend that is stable or increasing, but that he cannot run ahead of things. Mr. Wennink confirms once more that management constantly monitors possible acquisition opportunities and that the criterion used in this respect is the existence of product- and industrial synergies.

Given that there were no further questions, the Chairman moved on to item 8 on the agenda.

8. Proposal to adopt a dividend of EUR 1.05 per ordinary share (Voting item)

The Chairman put forth the proposal of the Board of Management to adopt a dividend of EUR 1.05 per ordinary share 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 Kleipool. The result of the vote was as follows:

Overview votes		<i>Percentage</i>
For	2,249,957,865	99.79 %
Against	4,799,718	0.21 %
Abstained	6,180,210	
Total	2,260,937,793	

The Chairman announced that item 8 had been adopted. He then moved on to item 9 on the agenda.

9. Proposal to approve the number of performance shares for the Board of Management (Voting item)

The Chairman informed the meeting that item 9 concerned the proposal to make available a maximum number of 200,000 performance shares for the remuneration of the Board of Management. The ultimate grant of shares will be made by the Supervisory Board, applying the calculation method as described in the Remuneration Policy. Furthermore it was proposed to the AGM to designate the Board of Management as the body authorized to issue these shares, subject to the approval of the Supervisory Board. This designation was requested for the period from this AGM until the AGM to be held in 2017.

ASML committed to inform the AGM annually about the exact number of shares granted conditionally. On January 22, 2016, 66,773 shares have been granted conditionally to the Board of Management for the financial year 2016; the volume weighted average share price during the last quarter of the financial year 2015 amounted to EUR 82.59. The Chairman remarked that in 2017, the AGM will also be informed about the number of shares granted conditionally to the Board of Management for the financial year 2017.

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

Overview votes		<i>Percentage</i>
For	2,191,768,437	99.18 %
Against	18,164,016	0.82 %
Abstained	50,969,340	
Total	2,260,901,793	

The Chairman noted that, in view of this result, the proposal as set out under item 9 had been adopted. The Chairman then moved on to item 10 on the agenda.

10. Approval of the number of stock options, respectively shares, for employees (Voting item)

The Chairman explained that it was 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 2016 AGM up to the 2017 AGM at 1,475,000 and to designate the Board of Management as the body authorized to issue the afore mentioned shares, subject to the approval of the Supervisory Board.

For more information about the employee equity plans under which these options or shares may be granted, the Chairman referred to the Explanatory Notes to the Agenda.

The Chairman then reported that the total number of stock options or shares to be granted amounted to approximately 0.43% 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 0.8%

The shareholders were then given the opportunity to ask questions.

Mr. Swinkels, a private shareholder, asked how many ASML employees participate in ASML's stock option and share arrangements.

Mr. Wennink replied that approx. 9,000 employees worldwide participate in these plans.

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

Overview votes		<i>Percentage</i>
For	2,249,808,546	99.51 %
Against	10,972,206	0.49 %
Abstained	119,241	
Total	2,260,899,993	

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 Supervisory Board (Discussion item)

The Chairman gave the floor to Mr. Grose, the Supervisory Board's Vice Chairman.

The Vice Chairman informed shareholders that, as announced last year, the Chairman of the Supervisory Board, Mr. Van der Poel retires by rotation per this AGM. Mr. Van der Poel will not be available for reappointment, because of the completion of his 12-year term as member of the Supervisory Board. After a word of gratitude for Mr. Van der Poel, the Vice Chairman continued by saying that the Supervisory Board had decided not to propose persons for appointment to the Supervisory Board. Therefore, no vacancy would arise and ASML would have a Supervisory Board consisting of eight members as of the date of this AGM.

Next, the Vice Chairman reported that, as announced on February 5, 2016, Mr. Kleisterlee will become the new Chairman of the Supervisory Board effective per the end of today's meeting. The Vice Chairman continued by saying that in the past year, the Supervisory board has experienced that Mr. Kleisterlee's time spending in relation to this portfolio leaves sufficient room for an adequate preparation and attendance of the ASML Supervisory Board and Committee meetings, as well as for regular interaction with the Board of management and the ASML organization. For completeness' sake I inform you that Gerard's portfolio is fully compliant with Dutch law and corporate governance requirements.

Furthermore, the Vice Chairman informed those present that in this AGM's agenda the Supervisory Board gives notice of the vacancies that will arise in the Supervisory Board in 2017: Ms. Van der Meer Mohr, Ms. Smits-Nusteling, Mr. Ziebart and the undersigned will retire by rotation.

The Vice Chairman then noted that the AGM and the Works Council have the right to recommend other candidates with regard to these vacancies. The Works Council has an enhanced recommendation right for the vacancy resulting from the retirement by rotation of Ms. Van der Meer Mohr.

The Chairman asked if there were any questions.

Mr Jorna, VEB, remarked that Mr. Kleisterlee indeed meets the requirements of the Dutch Management and Supervision Act, but that he is running into the limites as far as the maximum number of outside positions is concerned. Given the earlier statement on the time spending of Mr. Kleisterlee, Mr. Jorna expressed his confidence that this will not impact his ASML Supervisory Board chairmanship.

The Chairman thanked Mr. Jorna for his remark.

Mr. Stevense, SRB, observed that Mr. Kleisterlee had worked at Philips in the past and asked if he had been involved in the divestment of ASML at the time.

The Chairman answered that this was not the case.

The Chairman then noted that there were no further questions and therefore went on to deal with item 12.

12. Proposal to appoint KPMG Accountants N.V. as the External Auditor for the reporting year 2017. (Voting item)

The Chairman reported that this proposal concerned the appointment of KPMG Accountants N.V. ("KPMG") as the external auditor for the reporting year 2017. He then gave the floor to Ms. Smits-Nusteling, Chair of the Audit Committee, to give an explanation with respect to this item.

Ms. Smits-Nusteling informed the shareholders that, in the second half of 2015 and first quarter of 2016 ASML, KPMG and Deloitte have cooperated very well in the transition process, which resulted in a smooth transition. KPMG issued a transition report, in which no significant items were reported. In this report it is stated that KMPG considers our transition process a best practice, amongst others, due to their early involvement.

The Supervisory Board, per the recommendation of its Audit Committee, proposed to appoint KPMG as the external auditor for the reporting year 2017.

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

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

Overview votes		<i>Percentage</i>
For	2,256,261,474	99.80 %
Against	4,561,290	0.20 %
Abstained	77,229	
Total	2,260,899,993	

The Chairman noted that the proposal as set out in item 12 of the agenda had been adopted and went on to deal with item 13.

13. Proposals to authorize the Board of Management to issue ordinary shares or grant rights to subscribe for ordinary shares, as well as to restrict or exclude the pre-emption rights accruing to shareholders (Voting items)

By way of introduction to item 13, 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 issuance of shares. In situations in which it was necessary 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 were to be convened. In 2012, this authorization was used in connection with the acquisition of Cymer, Inc. and in the past for convertible bond loans.

The Chairman explained that the authorizations (to be) granted will be valid for a period of 18 months, i.e. until and including October 29, 2017, and that, if the proposals were approved, the existing authorizations would cease to apply.

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

13a Proposal to authorize the Board of Management to issue shares or rights to subscribe for shares in the capital of the Company (5%).

The Chairman gave shareholders an opportunity to ask questions.

Mr. Luijckx asked if the requested authorization was a one-time authorization.

The Chairman replied that for this period a one-time authorization was requested to issue 5% of the outstanding share capital and that agenda item 13c contained a second, one-time authorization request to issue another 5% of the outstanding capital, on the occasions of mergers, acquisitions and/or (strategic) alliances.

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

Overview votes		<i>Percentage</i>
For	2,257,531,302	99.86 %
Against	3,103,758	0.14 %
Abstained	259,983	
Total	2,260,895,043	

The Chairman noted that the proposal under item 13a had been adopted and then went on to deal with item 13b on the agenda.

13b Proposal to authorize the Board of Management to restrict or exclude the pre-emption rights accruing to shareholders.

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

Overview votes		<i>Percentage</i>
For	2,241,403,194	99.15 %
Against	19,206,036	0.85 %
Abstained	290,763	
Total	2.260.899.993	

The Chairman noted that the proposal had been adopted and went on to deal with item 13c on the agenda.

13c Proposal to authorize the Board of Management to issue shares or rights to subscribe for shares in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances (5%).

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

Overview votes		<i>Percentage</i>
For	2,153,201,691	95.24 %
Against	107,588,466	4.76 %
Abstained	109,836	
Total	2,260,899,993	

The Chairman noted that the proposal under item 13c had been adopted and went on to deal with item 13d on the agenda.

13d Proposal to authorize the Board of Management to restrict or exclude the pre-emption rights accruing to shareholders.

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

Overview votes		<i>Percentage</i>
For	1,894,924,155	83.82 %
Against	365,701,851	16.18 %
Abstained	273,978	
Total	2,260,899,984	

The Chairman noted that the proposal under item 13d had been adopted and went on to deal with agenda item 14.

Introduction to items 14 and 15 of the agenda

By way of introduction to items 14 and 15, the Chairman indicated that these items related to proposals for share buybacks and cancellations of shares, as had also been submitted to previous AGMs for approval.

The Chairman continued by saying that ASML aims to have suitable flexibility in the execution of a return of capital to its shareholders. To enable such flexibility, ASML requests the AGM to mandate further share repurchases and to approve further cancellation of

shares, and to be able to implement further share repurchase programs, should the Company decide to do so.

The Chairman went on by remarking that the implementation of further share buyback programs is dependent on many factors and shareholders are advised that there is no guarantee as to further return of capital, as to the timing of another potential execution of a return of capital to shareholders, nor as to the method of achieving such return.

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

14. Proposals to authorize the Board of Management to acquire ordinary shares in the Company's share capital (Voting items)

The Chairman explained that the authorization to repurchase shares as requested in items 14a and 14b of the agenda would, in combination with the proposal under item 15, enable the Company to repurchase a maximum of two times 10% of issued shares and to cancel a maximum of two times 10% of issued shares.

14a. Proposal to authorize the Board of Management to acquire ordinary shares in the Company's share capital up to 10% of the issued share capital.

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

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

Overview votes		<i>Percentage</i>
For	2,253,589,563	99.68 %
Against	7,257,897	0.32 %
Abstained	52,533	
Total	2,260,899,993	

In view of this result, the Chairman noted that the item had been adopted and went on to deal with item 14b.

14b. Proposal to authorize the Board of Management to acquire additional ordinary shares in the Company's share capital up to 10% of the issued share capital.

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:

Overview votes		<i>Percentage</i>
For	2,204,572,629	98.09 %
Against	43,021,557	1.91 %
Abstained	13,305,807	
Total	2,260,899,993	

The Chairman noted that the item had been adopted with the required majority of votes and then went on to deal with item 15.

15. 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 Kleipool to put the proposal to the vote. Mr Kleipool announced that the result of the vote was as follows:

Overview votes		<i>Percentage</i>
For	2,254,294,929	99.72 %
Against	6,342,462	0.28 %
Abstained	262,602	
Total	2,260,899,993	

The Chairman noted that the item had been adopted with the required majority of votes and then went on to deal with item 16.

16. Any other business

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

Mr. Boom, a private shareholder, referred to reports in the media on the ASML Plaza and asked if there was an opportunity for shareholders to visit the new company restaurant.

Mr. Wennink replied that after the AGM there would be a possibility to visit the new ASML Plaza.

Mr. Stevense, SRB, noted that four out of eight Supervisory Board members will retire by rotation in 2017 and asked how the Supervisory Board will deal with this.

The Chairman explained that the rotation schedule of the Supervisory Board is discussed several times per year and that the importance of continuity within the Supervisory Board is taken into account.

Mr. Swinkels, a private investor, asked if ASML was possibly considering a stock split.

Mr. Wennink replied that ASML had executed several stock splits in the past. The share price at the time was a three digit number in each case. A reason for executing a stock split is usually increasing the tradability of a share for individual investors. As approx.. 90% of the ASML shares are held by institutional investors, a stock split is not high on the agenda at this point in time.

Mr. De Jongh, a private investor, asked if it would be possible to participate in a tour in the ASML factory. He would further like to know how ASML's manufacturing sites are spread geographically.

Mr. Wennink replied that a tour would unfortunately not be possible, as this would result in too much contamination in the factory. He noted that ASML will open an experience center, which will function as a center where information about ASML's technology and market will be presented in an interactive manner. At the next AGM there will most likely be an opportunity for shareholders to visit the experience center. Mr. Wennink then explained that

ASML has manufacturing sites in Veldhoven, Wilton on the US east coast, San Diego on the US west coast, Linkou in Taiwan, and in Korea. In addition, ASML software products come from Silicon Valley and China.

17. Closing.

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