

2017 Annual General Meeting of Shareholders

Resolutions taken 26 April 2017

Overview of the resolutions taken at the Annual General Meeting of Shareholders of ASML Holding N.V. on 26 April 2017.

At the AGM **324.449.912 shares** were represented, giving entitlement to an aggregate of **2.920.049.208 votes**.¹

Agenda item 4: Proposal to adopt the financial statements of the Company for the financial year 2016, as prepared in accordance with Dutch law

Overview votes		Percentage
For	2,503,615,338	99.98%
Against	484,218	0.02%
Abstained	12,045,150	
No Vote	403,904,502	
Total	2,516,144,706	

Agenda item 5: Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2016

Overview votes		Percentage
For	2,486,158,740	99.94 %
Against	13,896,999	0.56 %
Abstained	16,088,967	
No Vote	403,904,502	
Total	2,516,144,706	

Agenda item 6: Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2016

Overview votes		Percentage
For	2,486,138,094	99.94 %
Against	13,921,803	0.56 %
Abstained	16,084,809	
No Vote	403,904,052	
Total	2,516,144,706	

Agenda item 8: Proposal to adopt a dividend of EUR 1.20 per ordinary share

Overview votes		Percentage
For	2,508,458,895	99.89 %
Against	2,883,762	0.11 %
Abstained	4,802,049	
No Vote	403,904,052	
Total	2,516,144,076	

¹ The issued share capital of ASML Holding N.V. per the registration date, 29 March 2017, amounted to 439,199,575 shares. Considering the number of treasury shares, 9,051,804 shares, the total number of issued shares to which voting rights were attached, amounted to 430,147,771 shares, giving entitlement to a total number of 3,871,329,939 votes.

Agenda item 9: Proposal to adopt the revised Remuneration Policy for the Board of Management

Overview votes		Percentage
For	2,417,420,421	96.37 %
Against	91,102,581	3.63 %
Abstained	7,580,934	
No Vote	403,945,272	
Total	2,516,103,936	

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

Overview votes		Percentage
For	2,387,347,965	94.89 %
Against	128,568,456	5.11 %
Abstained	185,715	
No Vote	403,947,072	
Total	2,516,102,136	

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

Overview votes		Percentage
For	2,508,366,627	99.72 %
Against	7,028,901	0.28 %
Abstained	706,608	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 13a: Proposal to reappoint Ms. P.F.M. (Pauline) van der Meer Mohr as member of the Supervisory Board

Overview votes		Percentage
For	2,503,194,309	99.52 %
Against	12,099,735	0.48 %
Abstained	808,092	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 13b: Proposal to reappoint Ms. C.M.S. (Carla) Smits-Nusteling as member of the Supervisory Board

Overview votes		Percentage
For	2,501,383,059	99.54 %
Against	11,614,473	0.46 %
Abstained	3,104,604	
No Vote	403,947,072	
Total	2,516,102,136	

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Agenda item 13c: Proposal to reappoint Mr. D.A. (Doug) Grose as member of the Supervisory Board

Overview votes		Percentage
For	2,497,787,019	99.39 %
Against	15,206,922	0.61 %
Abstained	3,108,195	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 13d: Proposal to reappoint Mr. W.H. (Wolfgang) Ziebart as member of the Supervisory Board

Overview votes		Percentage
For	2,495,129,517	99.20 %
Against	20,161,269	0.80 %
Abstained	811,350	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 14: Proposal to adjust the remuneration of the Supervisory Board

Overview votes		Percentage
For	2,510,476,623	99.81 %
Against	4,743,261	0.19 %
Abstained	881,982	
No Vote	403,947,342	
Total	2,516,101,866	

Agenda item 15: Proposal to appoint KPMG as External Auditor for the reporting year 2018

Overview votes		Percentage
For	2,491,971,930	99.07 %
Against	23,416,866	0.93 %
Abstained	713,070	
No Vote	403,947,342	
Total	2,516,101,866	

Agenda item 16a: Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares (5%)

Overview votes		Percentage
For	2,498,227,893	99.29 %
Against	17,781,993	0.71 %
Abstained	87,165	
No Vote	403,952,157	
Total	2,516,097,051	

Agenda item 16b: Authorization to restrict or exclude pre-emption rights

Overview votes		Percentage
For	2,497,074,921	99.25 %
Against	18,850,509	0.75 %
Abstained	175,311	
No Vote	403,948,467	
Total	2,516,100,741	

Agenda item 16c: 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	2,448,514,373	98.91 %
Against	27,449,469	1.09 %
Abstained	138,294	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 16d: Authorization to restrict or exclude pre-emption rights

Overview votes		<i>Percentage</i>
For	2,151,694,512	85.52 %
Against	364,240,080	14.48 %
Abstained	166,419	
No Vote	403,948,467	
Total	2,516,100,741	

Agenda item 17a: Authorization to repurchase ordinary shares up to 10% of the issued share capital

Overview votes		<i>Percentage</i>
For	2,501,510,022	99.48 %
Against	12,964,050	0.52 %
Abstained	1,628,064	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 17b: Authorization to repurchase additional ordinary shares up to 10% of the issued share capital

Overview votes		<i>Percentage</i>
For	2,482,135,470	98.71 %
Against	32,342,490	1.29 %
Abstained	1,624,176	
No Vote	403,947,072	
Total	2,516,102,136	

Agenda item 18: Proposal to cancel ordinary shares

Overview votes		<i>Percentage</i>
For	2,511,595,818	99.83 %
Against	4,246,740	0.17 %
Abstained	240,525	
No Vote	403,966,125	
Total	2,516,083,083	