

Authorization and Voting Instruction Form



For the Annual General Meeting of Shareholders of ASML Holding N.V. (“the **Company**” or “**ASML**”), to be held at the Auditorium, ASML Building 7, De Run 6665, Veldhoven, on Wednesday, 24 April 2019, beginning at 2.00 PM CET (the “**Meeting**”).

The undersigned hereby authorizes and appoints:

Civil-law notary Mrs C. Hagendijk (or her substitute or one of the civil-law notaries of Mr M.J. Meijer Notarissen N.V., Keizersgracht 695-699, 1017 DW Amsterdam),

or:

_____ (name of own proxy), ID no.: _____,
The proxy will be asked to identify him/herself at the meeting.

to represent and vote on his or her behalf at the Meeting per the voting instructions as indicated in this Authorization and Voting Instruction Form.

<i>Abbreviated agenda</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. Opening	--	--	--
2. Overview of the Company’s business, financial situation and sustainability	--	--	--
3. Financial statements, results and dividend	--	--	--
3a. Discussion of the implementation of the Remuneration Policy for the Board of Management	--	--	--
3b. Proposal to adopt the financial statements of the Company for the financial year 2018, as prepared in accordance with Dutch law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c. Clarification of the Company’s reserves and dividend policy	--	--	--
3d. Proposal to adopt a dividend of EUR 2.10 per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge	--	--	--
4a. Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b. Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Proposal to adopt some adjustments to the Remuneration Policy for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Proposal to approve the number of shares for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Discussion of the updated profile of the Supervisory Board	--	--	--
8. Composition of the Supervisory Board	--	--	--
8a. Proposal to reappoint Mr. G.J. (Gerard) Kleisterlee as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8b. Proposal to reappoint Ms. A.P. (Annet) Aris as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8c. Proposal to reappoint Mr. R.D. (Rolf-Dieter) Schwalb as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8d. Proposal to reappoint Mr. W.H. (Wolfgang) Ziebart as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8e. Composition of the Supervisory Board in 2020	--	--	--
9. Proposal to adjust the remuneration of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. 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	--	--	--
11a. Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% for general purposes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11b. Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 11 a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11c. Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11d. Authorization of the Board of Management to restrict or exclude pre-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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emption rights in connection with agenda item 11 c)			
12. Proposals to authorize the Board of Management to repurchase ordinary shares up to 20% of the issued share capital	--	--	--
12a. Authorization to repurchase ordinary shares up to 10% of the issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12b. Authorization to repurchase additional ordinary shares up to 10% of the issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Proposal to cancel ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Any other business	--	--	--
15. Closing	--	--	--

To the granting of the authorization the terms as set forth below apply.

The voting instructions above shall equally apply in the event the agenda of the Meeting is amended before or during the Meeting, provided that such amendment of the agenda does not (materially) alter the contents of the items proposed to the general meeting of shareholders.

Terms applicable to the granting of a proxy by way of this Authorization and Voting Instruction Form ("Terms").

Registration - Only the person who has registered for the Meeting as per the applicable procedure ("**Shareholder**") can grant a proxy by way of this form.

Voting instructions - The person who will vote on behalf of the Shareholder ("**Authorized Person**") shall not be liable for any damage suffered by the Shareholder as a result of any action or lack of action by the Authorized Person when making use of, or otherwise in connection with, this Authorization and Voting Instruction Form ("**Form**"). The preceding sentence shall not apply to the extent that the damage is caused by willful misconduct or gross negligence on the part of the Authorized Person. The Shareholder shall indemnify the Authorized Person against any claim made by any third party in connection with this Form or in connection with acts performed by the Authorized Person in the Shareholder's name under this Form. The indemnity shall also relate to any damage or costs incurred by the Authorized Person in connection with such claim. After completion of the Form by the Shareholder, ASML and the Authorized Person are not liable for incorrect voting instructions.

By signing the Form, the Shareholder represents and warrants that he holds his shares in the capital of ASML fully and unencumbered, and that there is no pledgee or holder of a right of usufruct that may exercise the voting rights attached to these shares pursuant to a legal provision or a provision of the articles of association of ASML.

In performing acts pursuant to this Form, the Authorized Person may act pursuant to a power of attorney granted by one or more other shareholders in the capital of ASML.

The Authorized Person may grant a power of attorney to another person to vote, directly or indirectly, in the Shareholder's name within the limits of this Form, and he may substitute another person for himself as authorized person. If the first sentence applies, the other person shall (also) be the Authorized Person for the purposes of this Form.

The voting instructions above shall equally apply in the event the agenda of the Meeting is amended before or during the Meeting, provided that such amendment of the agenda does not (materially) alter the contents of the items proposed to the general meeting of shareholders.

Invalidity - If these Terms are or become partially void, the parties will continue to be bound by the remainder of the same. The parties shall replace the void part by provisions that are valid and have legal effect that correspond with those of the void part as much as possible, taking into account the content and the purport of these Terms.

Applicable Law and Jurisdiction - These Terms shall be exclusively governed by Dutch law. All disputes arising in connection with these Terms, including disputes concerning the existence and validity thereof, shall be resolved by the competent courts of Amsterdam, the Netherlands.

By: _____

Name

City

Date

Number of shares registered

Registration number (if known)