Freshfields Bruckhaus Deringer

PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION OF BE SEMICONDUCTOR INDUSTRIES N.V., having its official seat in Amsterdam, the Netherlands

as will be submitted for resolution to the general meeting of shareholders of the company to be held on 30 April 2021.

The left column shows the article in the current text of the articles of association that is proposed to be amended. The second column relates to agenda item 12. The right column includes a short explanation.

CURRENT TEXT OF THE RELEVANT ARTICLES (*UNOFFICIAL TRANSLATION) (AS THEY READ AFTER THE LAST AMENDMENT ON 4 MAY 2018)*	**PROPOSED TEXT OF THE RELEVANT ARTICLES *(UNOFFICIAL TRANSLATION)***	**EXPLANATION TO THE SUGGESTED AMENDMENTS**
Article 16 paragraph 6		
6. The company has a policy governing the remuneration of the management board. The policy will be determined by the shareholders' meeting. In this policy at least the items listed in article 2:383c through e Dutch Civil Code will be taken into consideration to the extent they apply to the management board.	6. The company has a policy governing the remuneration of the management board and the supervisory board. The policy will at least every four years be determined by the shareholders' meeting. In this policy at least the items listed in article 2:135a of the Dutch Civil Code will be taken into consideration. Annually, the company prepares a remuneration report that at least includes the items listed in article 2:135b of the Dutch Civil Code.	Following the amendment of article 2:145 paragraph 2 of the Dutch Civil Code in December 2019 in connection with article 2:135a of the Dutch Civil Code, the remuneration policy of the company applies to both the Board of Management and the Supervisory Board. Furthermore, it is required that the company prepares a remuneration report annually. The proposed amendment to article 16 paragraph 6 and article 21 paragraph 3 is to align the articles of association with these changes in law.
Article 21 paragraph 3		
3. The shareholders' meeting may grant a fixed remuneration to supervisory directors.	3. The shareholders' meeting may grant a fixed remuneration to supervisory directors with due observance of the policy referred to in article 16 paragraph 6.	

Any expenses incurred by the members of the supervisory board in this capacity shall be reimbursed to them.	Any expenses incurred by the members of the supervisory board in this capacity shall be reimbursed to them.	
	New article 22 paragraph 12: 12. In the event that one or more supervisory directors are absent or prevented from acting, the remaining supervisory directors or the sole remaining supervisory director shall be entrusted with the tasks and duties of the supervisory board. In the event that all the supervisory directors or the sole supervisory director is absent or prevented from acting, a person to be appointed for that purpose by the management board shall be temporarily entrusted with the tasks and duties of the supervisory board.	According to the Management and Supervision of Legal entities Act (*Wet bestuur en toezicht rechtspersonen*), the company is required to introduce a provision in its articles of association with regard to the absence and prevention of all supervisory directors.
Article 29 paragraph 1 1. Without prejudice to the provisions stipulated hereinafter in paragraph 3, last sentence, resolutions shall be passed by an absolute majority of votes, unless the law shall prescribe a larger majority.	1. Without prejudice to the provisions stipulated hereinafter in paragraph 3, last sentence, resolutions shall be passed by an absolute majority of votes, unless the articles of association or the law shall prescribe a larger majority.	This is just a clarification, as the articles of association may also require an enhanced majority. There is no substantive change.