Remuneration Committee Terms of Reference

October 22, 2025

Terms of Reference Remuneration Committee BE Semiconductor Industries N.V.

General

These terms of reference have been drawn up by the Supervisory Board in accordance with the Dutch Corporate Governance Code, Besi's articles of association and Dutch law. These terms of reference indicate the Remuneration Committee's role and responsibilities, its composition and the manner in which the Remuneration Committee discharges its duties.

Definitions

The words and expressions used in these terms of reference have the following meaning:

"Besi"	BE Semiconductor Industries N.V.;
"Board of Management"	Besi's board of management;
"General Meeting"	Besi's general meeting of shareholders;
"Remuneration Committee"	the remuneration committee of the Supervisory Board;
"Regulations Supervisory Board"	the regulations for the Supervisory Board;
"Remuneration Report"	the remuneration report as described in provision 1.9 of these terms of reference; and
"Supervisory Board"	Besi's supervisory board.

1. Duties and responsibilities

1.1 The Remuneration Committee shall prepare, within its duties, the Supervisory Board's decision-making concerning the remuneration policy to be pursued with regard to the Board of Management. The foregoing does not affect the responsibility of the Supervisory Board as a corporate body of Besi and of the individual Supervisory Board members for obtaining information and forming an independent opinion.

Board of Management remuneration

1.2 The remuneration policy applicable to members of the Board of Management shall be clear and easy to understand, shall focus on sustainable long-term value creation for Besi and its affiliated enterprise, and take into account the internal pay ratios within Besi. The remuneration policy shall not encourage members of the Board of Management to act in their own interests, or to take risks that are not in line with the strategy formulated and the risk appetite that has been established.

1.3 The Remuneration Committee shall submit a clear and understandable proposal to the Supervisory Board concerning the remuneration policy for the Board of Management which the Supervisory Board shall submit to the General Meeting for adoption at least every four years (as well as in case of a material change). Immediately after the General Meeting, in which the remuneration policy for the Board of Management was adopted, the remuneration policy for the Board of Management (together with the date and results of the vote) shall be posted on Besi's website and remain publicly available for as long as it is in effect.

In addition to the matters required by article 2:135a(6) of the Dutch Civil Code and article 16(6) of Besi's articles of association, the following aspects shall in any event be taken into consideration when formulating the remuneration policy for the Board of Management:

(a) the objectives for the implementation of the sustainable long-term value creation strategy;

(b) the scenario analyses carried out in advance;

(c) the pay ratios within Besi and its affiliated enterprise;

(d) the development of the market price of the shares;

(e) an appropriate ratio between the variable and fixed remuneration components. The variable remuneration component is linked to measurable performance criteria determined in advance, which are predominantly long-term in character;

(f) if shares are being awarded, the terms and conditions governing this;

(g) if share options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the share options can be exercised. Share options cannot be exercised during the first three years after they are awarded; and

(h) Besi's environmental, social, and governance commitments and policies.

1.4 The Remuneration Committee shall submit a proposal to the Supervisory Board concerning the remuneration of individual Board of Management members. The proposal shall be drawn up in accordance with the remuneration policy for the Board of Management and shall, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within Besi and its affiliated enterprise. Inadequate performance of duties shall not be awarded.

1.5 When drafting the proposal for the remuneration of individual Board of Management members, the Remuneration Committee shall take note of individual Board of Management members' views with regard to the amount and structure of their own remuneration. The Remuneration Committee shall ask the Board of Management members to pay attention to the aspects that are taken into consideration in the formulation of the remuneration policy for the Board of Management as specifically set out in provision 1.3 of these terms of reference.

1.6 The Remuneration Committee shall ensure that the main elements of the agreement of a Board of Management member with Besi are posted on Besi's website in a transparent overview after the agreement has been concluded, and in any event no later than on the date of the notice calling the General Meeting where the appointment of the Board of Management member will be proposed.

Supervisory Board remuneration

1.7 The Remuneration Committee shall submit a clear and understandable proposal to the Supervisory Board concerning the remuneration policy for the Supervisory Board which the Supervisory Board shall submit to the General Meeting for adoption at least every four years (as well as in case of a material change). Immediately after the General Meeting, in which the remuneration policy for the Supervisory Board was adopted, the remuneration policy for the Supervisory Board (together with the date and results of the vote) shall be posted on Besi's website and remain publicly available for as long as it is in effect.

1.8 In addition to the matters required by article 2:145(2) of the Dutch Civil Code and article 21(3) of Besi's articles of association, the following aspects shall in any event be taken into account when formulating the remuneration policy for the Supervisory Board:

(a) the remuneration shall promote an adequate performance and reflect the time spent and responsibilities of the role;

(b) the remuneration shall not be dependent on the results of Besi; and

(c) the remuneration shall not be in the form of shares and/or rights to acquire shares.

Remuneration Report

1.9 The Remuneration Committee shall prepare the Remuneration Report to be issued by the Supervisory Board. The Remuneration Report shall be clear and understandable, provide an overview of all remunerations awarded or due during the previous financial year to (former) individual Board of Management members and Supervisory Board members and in any event describe, in a transparent manner, in addition to the matters required by article 2:135b of the Dutch Civil Code:

(a) how the remuneration policy has been implemented in the previous financial year;

(b) how the implementation of the remuneration policy contributes to the sustainable long-term value creation;

(c) how scenario analyses have been taken into consideration;

(d) the pay ratios within Besi and its affiliated enterprise and, if applicable, any changes in these ratios compared to at least five previous financial years;

(e) in the event that a Board of Management member receives variable remuneration, how this remuneration contributes to sustainable long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and the performance; and

(f) in the event that a current or former Board of Management member receives a severance payment, the reason for this payment.

1.10 Besi's external auditor shall have to verify that the Remuneration Report contains all matters required by article 2:135b of the Dutch Civil Code.

1.11 The Remuneration Report shall be submitted to the General Meeting for an advisory vote. Although the results of the advisory vote shall not have any effect on the validity of the Remuneration Report, the results of the advisory vote shall have to be taken into account and an explanation of the manner in which that was done shall have to be given in the next Remuneration Report. After the General Meeting has voted on the Remuneration Report, the Remuneration Report shall be posted on Besi's website and remain publicly available for at least ten years.

Other

1.12 The Remuneration Committee shall prepare a report for the Supervisory Board of its deliberations and findings and how its duties were carried out in the financial year. In addition, the report shall include the composition of the Remuneration Committee, the number of Remuneration Committee meetings and the main items discussed at such meetings.

1.13 The Remuneration Committee shall review the corporate governance principles applicable to Besi at least once a year as well as these terms of reference and shall recommend any necessary changes to the Supervisory Board.

2. Composition and chairperson

2.1 The Remuneration Committee shall be composed of Supervisory Board members. The Remuneration Committee (a) must have at least three members, and (b) shall not be chaired by the chairperson of the Supervisory Board or by a former Board of Management member. More than half of the Remuneration Committee members shall be considered independent within the meaning of provision 2.2 of the Regulations Supervisory Board.

2.2 The Remuneration Committee members shall be appointed by the Supervisory Board at its annual organizational meeting and shall serve until their successors have been duly appointed or until their earlier resignation or removal. The Supervisory Board may remove Remuneration Committee members from the Remuneration Committee with or without cause.

2.3 The Remuneration Committee shall appoint a chairperson from among its members.

2.4 The chairperson of the Remuneration Committee determines the agenda, chairs the Remuneration Committee meetings and actively stimulates the proper functioning of the Remuneration Committee.

2.5 The chairperson of the Remuneration Committee shall maintain close and frequent contact with the chairperson of the Supervisory Board and shall inform other Remuneration Committee members regularly and accurately of these contacts.

3. Meetings

3.1 The Remuneration Committee shall meet as often as it considers necessary. The chairperson of the Remuneration Committee or, in his/her absence, any other Remuneration Committee member shall keep minutes of the meetings which shall in principle be adopted at the following Remuneration Committee meeting.

3.2 The chief executive officer of Besi or any other Board of Management member may not attend any meeting of the Remuneration Committee or of the Supervisory Board where his/her compensation will be considered or voted upon.

3.3 A Remuneration Committee meeting is convened by the chairperson of the Remuneration Committee. The notice therefor shall contain the meeting's agenda and shall be issued by letter, telex, telegram, fax or email or verbally.

3.4 The chairperson of the Remuneration Committee shall make every effort to ensure that there is sufficient time between the notice and the date of the Remuneration Committee meeting.

4. Miscellaneous

4.1 Provisions 13 and 14 of the Regulations Supervisory Board shall apply mutatis mutandis to these terms of reference and are incorporated herein by reference.