



ASML

ASML to acquire HMI to enhance Holistic Lithography product portfolio

Veldhoven, the Netherlands
Hsinchu, Taiwan
16 June 2016

Forward Looking Statements

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Slide 2

16 June 2016

This document contains statements relating to certain projections and business trends that are forward-looking, including statements with respect to the acquisition of HMI by ASML, the expected benefits of the acquisition of HMI by ASML, including enhancement of ASML's existing product portfolio, improvement in ASML and HMI's metrology technologies and support of EUV technologies, the benefits of the acquisition to ASML's holistic lithography strategy, expected trends in holistic lithography, expected sales in holistic lithography, expected timing of EUV volume production, the timing of closing of the acquisition, the issuance of ASML shares pursuant to the transaction, the financing of the acquisition and the impact of the acquisition on ASML's earnings per share. 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, the inability to obtain HMI shareholder and regulatory approval of the transaction, the satisfaction of other conditions to the closing of the transaction, the possibility that the length of time necessary to consummate this transaction may be longer than anticipated, the achievement of the expected benefits of the transaction, risks associated with integrating the businesses of ASML and HMI, the possibility that the businesses of ASML and HMI may suffer as a result of uncertainty surrounding the proposed transaction, the expected developments in metrology technologies, the anticipated effect of this transaction on ASML's earnings per share, the development of the holistic lithography market, 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. ASML and HMI do not undertake any obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Strategic rationale: combination of HMI and ASML technology boosts control solutions and market opportunity

- ASML is a technology leader in lithography solutions. HMI is a technology leader in e-beam metrology. Both companies have established product roadmaps for advanced logic and memory customers

- Combination of HMI e-beam metrology technology and ASML Holistic Lithography will create a new class of products for patterning control, improve time to market of critical technologies needed to support extension of Moore's law

- Addressable market opportunity for qualification, monitoring and control is EUR 2.3 billion in 2020

- ASML and HMI will accelerate introduction of reticle defect detection to support coming EUV ramp, an opportunity of EUR 200 million in 2020

- The transaction will be accretive to ASML earnings immediately (before the impact of purchase-price accounting)

ASML and HMI Business at a glance

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16 June 2016

ASML

Year founded: 1984

Locations: headquarters in The Netherlands; 70 offices, 16 countries

Employees: ~15,000

Sales 2015: EUR 6.3 billion

Profitability: EBIT margin = 25%

ASML invents, develops, manufactures and services lithography machines, metrology systems and software products that together allow chip manufacturers to follow Moore's Law and produce ever smaller, cheaper, more powerful and energy-efficient semiconductors

Expertise: Holistic lithography

- High end EUV and DUV scanners
- Metrology
- Computational lithography

HMI HERMES MICROVISION

Year founded: 1998

Locations: Headquarters in Taiwan, locations in China, Korea, Taiwan, Japan and the U.S.

Employees: ~700

Sales 2015: TWD 6.7 billion (EUR 182 million)

Profitability: EBIT margin = 37%

HMI invents, develops, manufactures and services electron beam (e-beam) metrology equipment for high resolution and voltage contrast imaging of advanced chip manufacturers devices, supporting process control and yield enhancement.

Expertise: E-Beam metrology technology

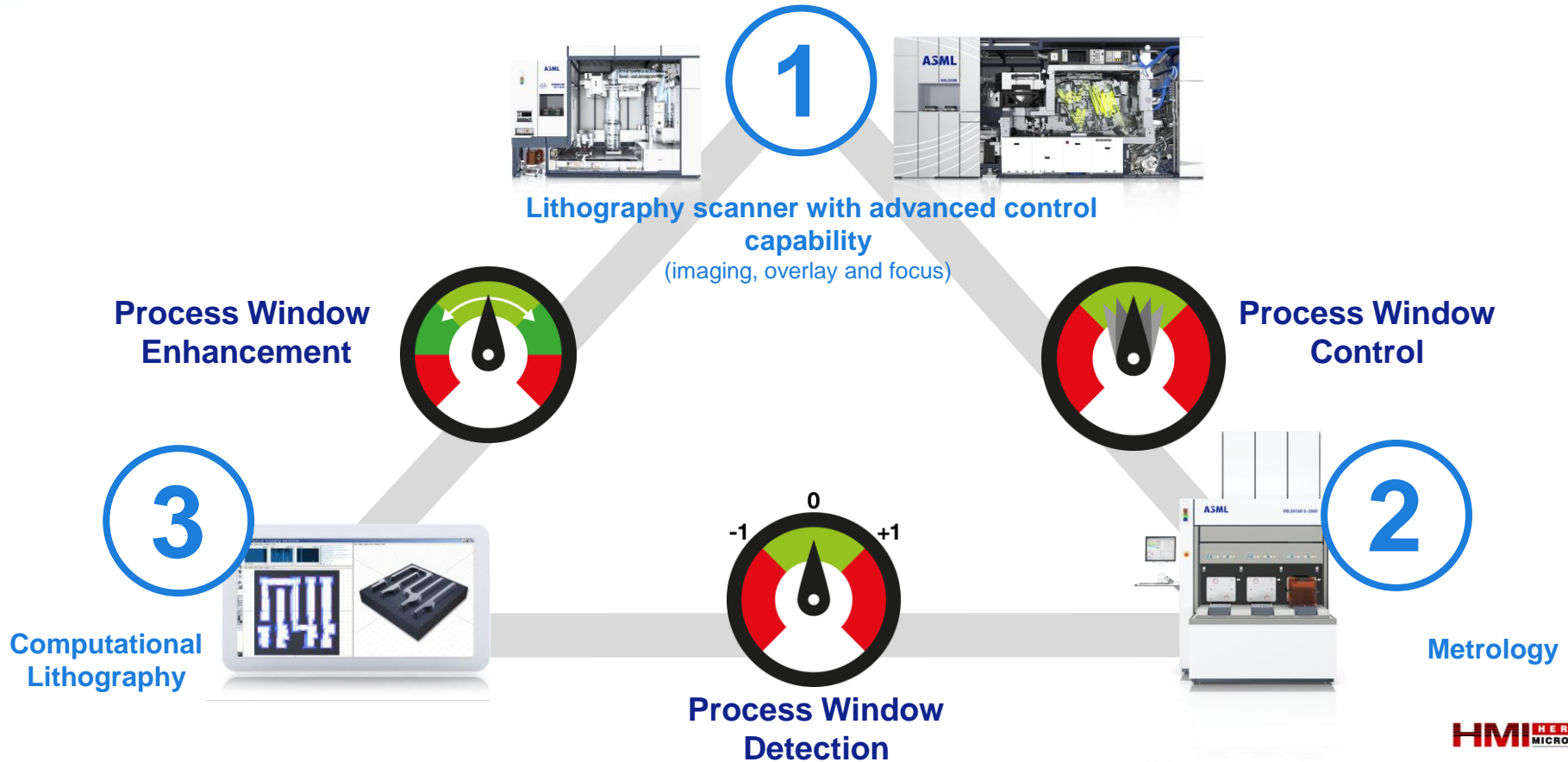
- Fast, high resolution imaging for <10 nm Logic defect detection
- Fast, voltage-contrast imaging for DRAM, 3D NAND
- EUV reticle defect detection

**HMI HERMES
MICROVISION**

ASML Holistic Lithography seeks to maximize lithography process performance and control

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16 June 2016



HMI e-beam technology supports leading edge metrology products for <10nm logic & memory applications

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Slide 6
16 June 2016



eScan@ 500, eP™4 & SkyScan™ with
Supernova D2DB technology

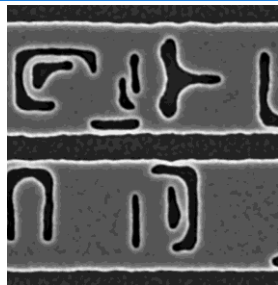


eScan@ 420 & NanoScan™ Voltage
Contrast & CDU



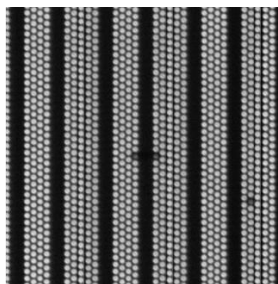
eXplore™ with D2DB technology

Logic and Memory Pattern fidelity control



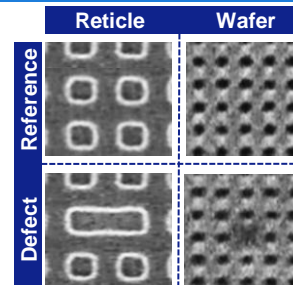
Detection of patterning
fidelity error in Logic and
Memory devices

Memory 3D integrity control



Detection of 3D integrity
errors on Memory devices

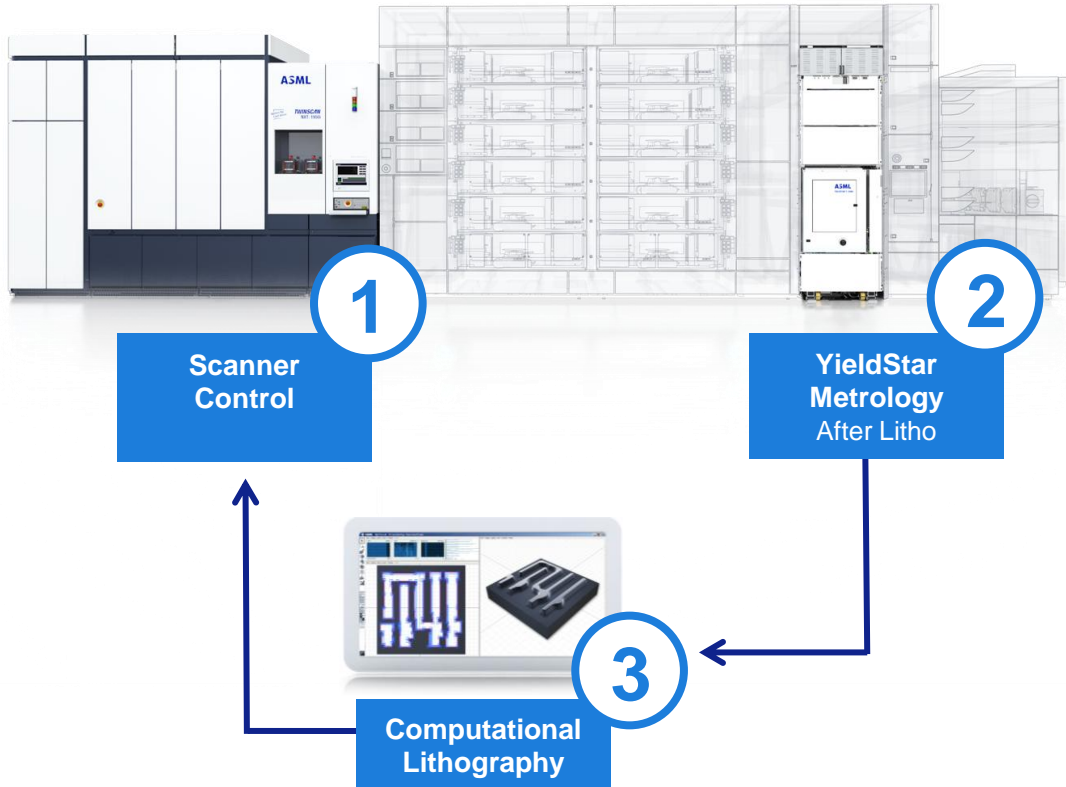
EUV reticle defects



E-beam captures EUV reticle
defects on reticle and/or wafer

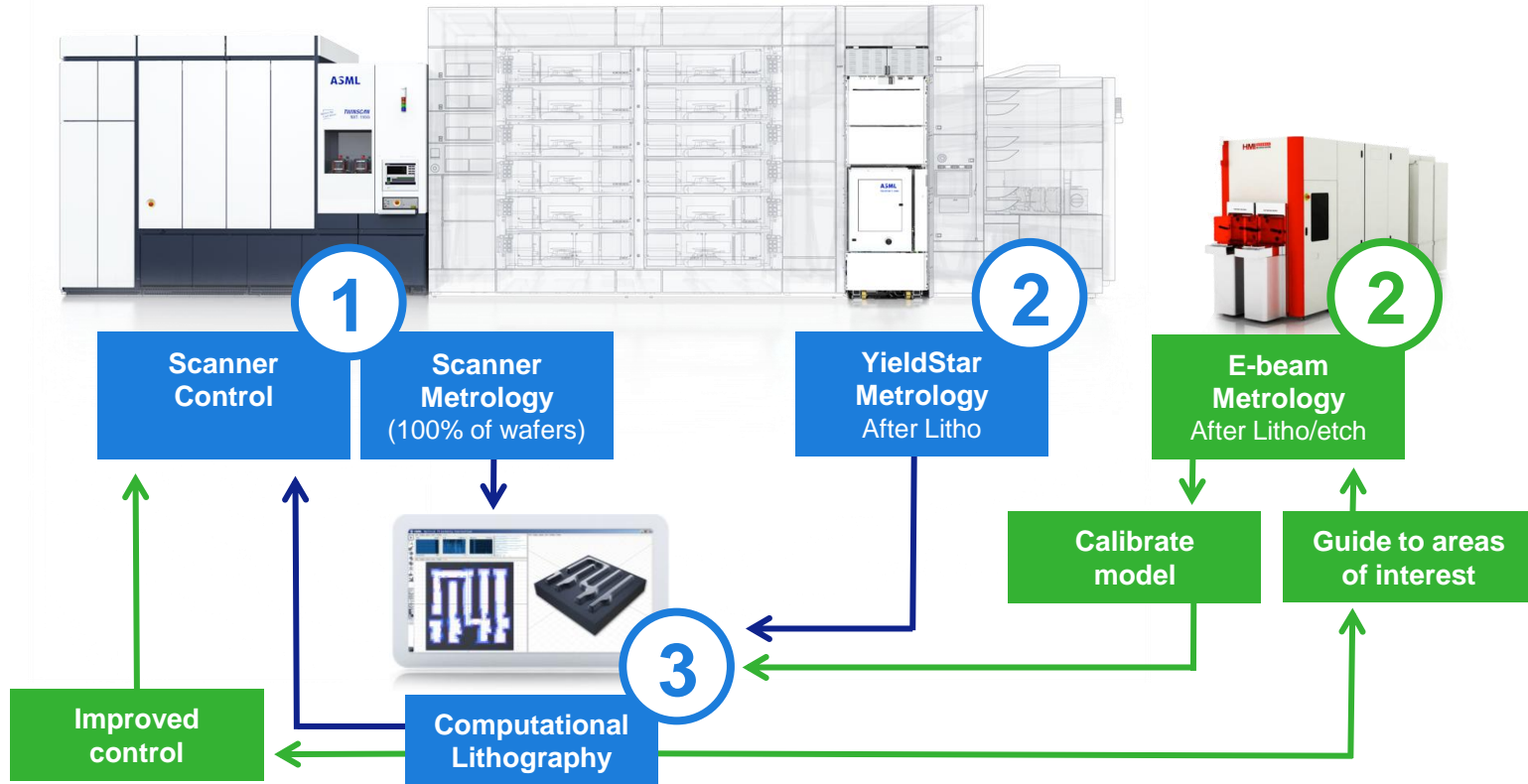
ASML holistic lithography now:

YieldStar metrology measures wafers after develop, data feeds computational lithography models for optimum scanner control



ASML holistic lithography future - a new paradigm:

E-beam added: ASML model *guides* e-beam to *improve coverage* of critical features; e-beam data *enhances* ASML model and *control* of scanner



Qualification, monitoring and control landscape today

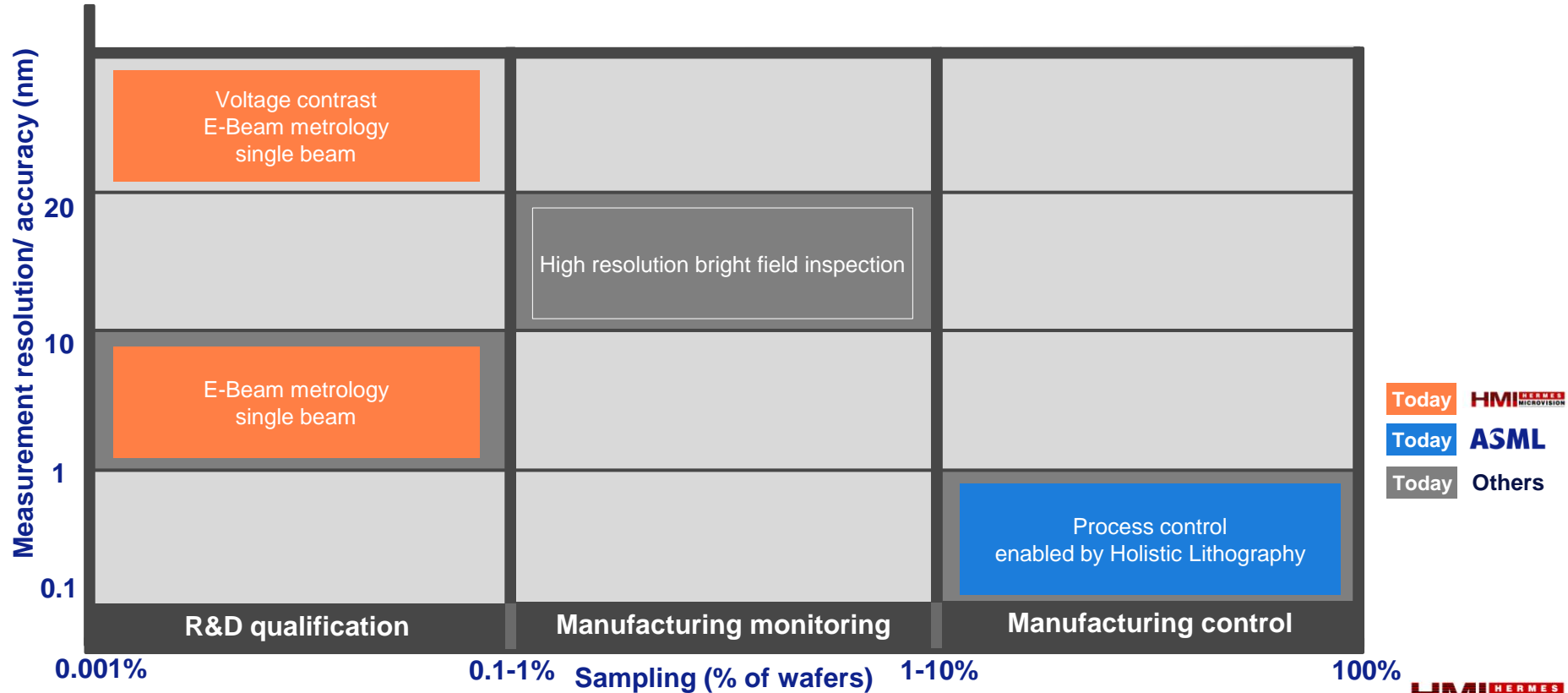
HMI/ASML addressable market EUR 0.7 billion (excluding bright field inspection)

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Slide 9

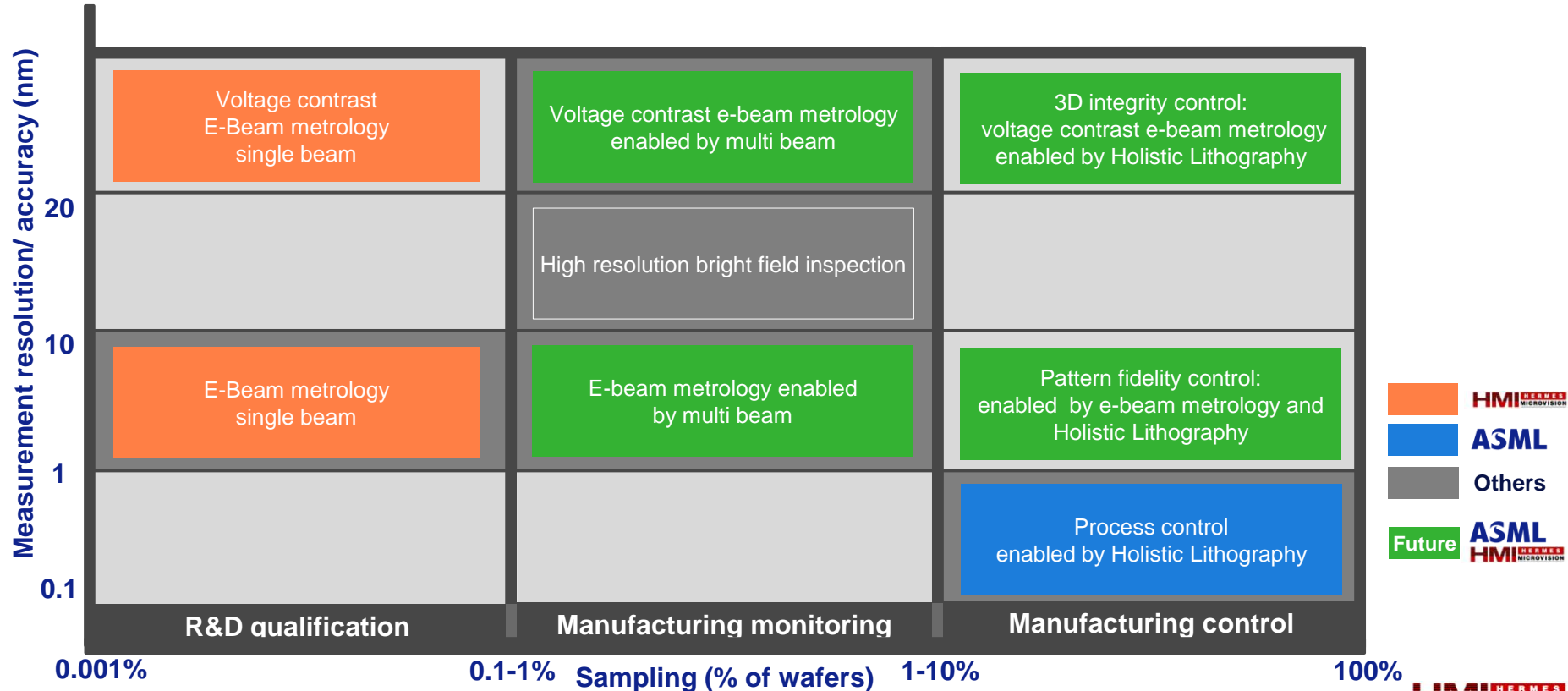
16 June 2016



HMI HERMES
MICROVISION

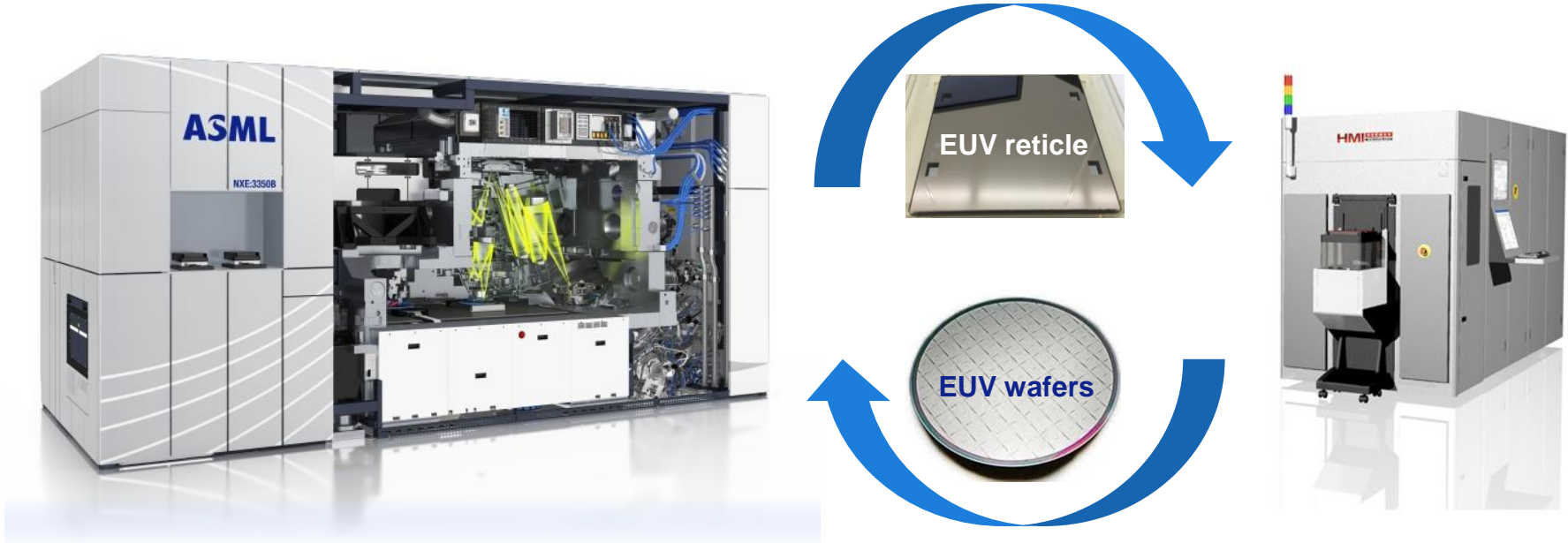
HMI e-beam metrology technology combined with ASML holistic lithography will boost customers control strategy in the future

HMI/ASML addressable market EUR 2.3 billion



HMI e-beam will also support EUV production insertion

HMI has pioneered e-beam EUV reticle metrology systems with a market opportunity of more than EUR 200 million in 2020



- The combination of HMI e-beam metrology to ASML holistic triangle offers the opportunity for a new class of products to provide logic and memory customers with a comprehensive control strategy, to help semiconductor manufacturers achieve faster time to market and more good die per wafer

- Driving the shift from monitoring wafers to controlling wafers – from only overlay today to pattern fidelity tomorrow – will improve process performance and support further extension of Moore's law

- Voltage contrast application provides memory customers with 3D integrity check

- The patterning control opportunity represents a major growth opportunity in the next 5-10 years and the combination of HMI and ASML will allow us to play a major role in this market

- E-beam EUV reticle metrology systems represent a market opportunity of more than EUR 200 million in 2020

Transaction terms



Consideration

- HMI shareholders receive aggregate cash consideration of TWD 100 billion (equivalent to approximately EUR 2.75 billion)
 - Offer price of TWD 1,410 per HMI share
 - Represents 31% premium to 30-day average VWAP
- Hermes-Epitek Corporation and certain HMI officers reinvest approximately EUR 500 million in newly issued ASML shares (5.9 million shares at a subscription price of TWD 3,106 per share) which are subject to minimum holding period of 2 1/2 years



Financing

- Transaction financed with approximately EUR 1.5 billion of debt, approximately EUR 0.5 billion of ASML equity as noted above, and the remainder from available cash.
- ASML stays committed to its conservative financial policy including strong liquidity buffer



Conditions and timing

- Subject to HMI shareholder vote and other customary closing conditions
 - Committed support from 48% of HMI shares outstanding
- Transaction expected to close Q4 2016

The image features the ASML logo in a bold, dark blue, sans-serif font. The logo is positioned on the left side of the frame. The background is a light blue gradient with abstract, flowing white lines that sweep across the lower half of the image, creating a sense of motion and modernity.

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