



ANNEX A

**NOTICE OF TRANSFER PURSUANT TO REGISTRATION STATEMENT**

Citibank, N.A.  
 111 Wall Street  
 14th Floor  
 New York, NY 10043  
 Attn: Corporate Trust Department

Attention: Trust Officer

Re: ASM International N.V. (the "Company")  
 5 1/4% Convertible Subordinated Notes due 2010 (the "Notes")

Dear Sirs:

Please be advised that \_\_\_\_\_ has transferred \$ \_\_\_\_\_ aggregate principal amount of the above-referenced Notes pursuant to an effective Registration Statement on Form F-3 (File No. 333- \_\_\_\_\_) filed by the Company.

We hereby certify that the prospectus delivery requirements, if any, of the Securities Act of 1933, as amended, have been satisfied and that the above-named beneficial owner of the Notes is named as a "Selling Holder" in the Prospectus dated \_\_\_\_\_, or in supplements thereto, and that the aggregate principal amount of the Notes transferred are the Notes listed in such Prospectus opposite such owner's name.

Dated:

Very truly yours,

\_\_\_\_\_  
 (Name)

By:

\_\_\_\_\_  
 (Authorized Signature)