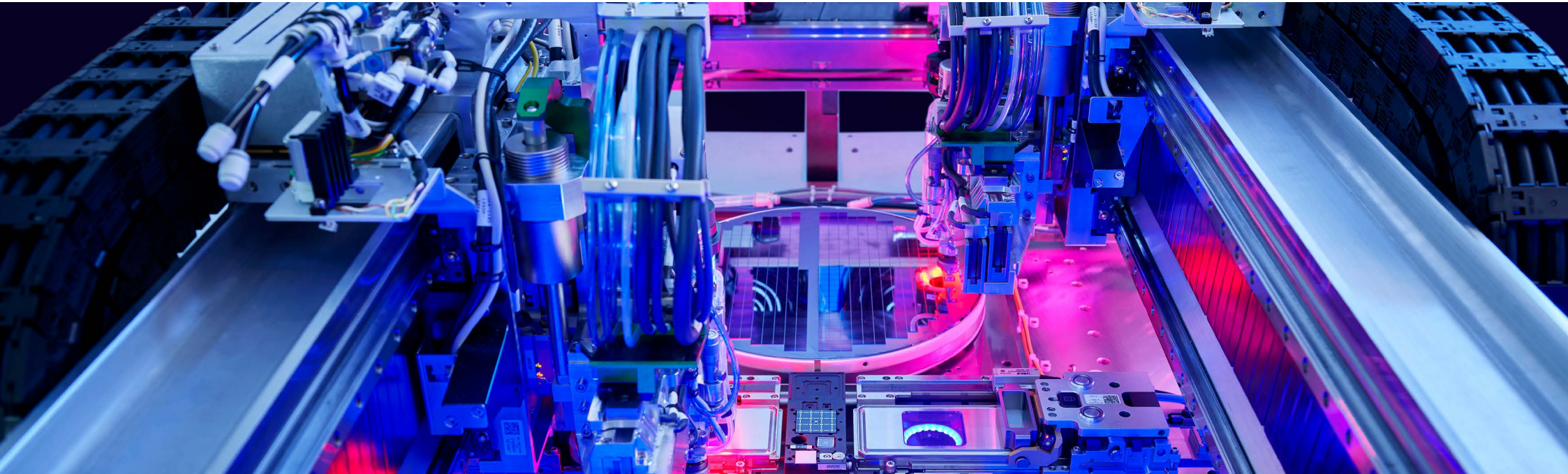


Talent Innovation



Annual Report 2025





MISSION STATEMENT

Besi's mission is to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications and to exceed industry average benchmarks of financial performance.

We also strive to create long-term sustainable value for stakeholders and operate our business in a responsible way, respecting both the environment and society.



Besi

CORE VALUES

Our core values are the essence of Besi's corporate attitude and provide us guidance in decision making.

- **Respect:** We value the richness and diversity of cultures within our organization. We promote an open culture in which we respect each other's opinion, freely discuss our concerns and give and receive feedback. We respect the promises made to each other, to our business partners and to our customers.
- **Unity:** Performing in unity gives us a competitive advantage. We optimally utilize the benefits of our collaborative activities when working together and sharing knowledge.
- **Customer focused:** We provide innovative and relevant product solutions and services to the marketplace that meet our customers' needs and exceed their expectations.

INVESTMENT CONSIDERATIONS

- Assembly market ever more critical in semiconductor value chain.
- Disciplined strategic focus has created an industry leader.
- Long-term secular trends drive advanced packaging growth.
- Wafer level assembly for AI applications is a promising new growth opportunity.
- Market presence has grown via key IDMs, supply chains and partners.
- Technology leadership and scalability result in strong financial returns.
- Commitment to sustainable growth and fighting climate change.
- Attractive capital allocation policy.

Highlights 2025

Finance



Revenue
(€ millions)

591.3
-2.7%
2024: 607.5

Orders
(€ millions)

685.0
+16.8%
2024: 586.7

Gross margin
(%)

63.3%
-1.9 points
2024: 65.2%

R&D
(€ millions)

81.0
+9.0%
2024: 74.3

Net income
(€ millions)

131.6
-27.7%
2024: 182.0

Net cash
(€ millions)

36.0
-75.0%
2024: 143.8

Environment



**Direct emission
intensity ratio**
(tCO₂eq/revenue)

0.5
-16.7%
2024: 0.6

**Indirect emission
intensity ratio**
(tCO₂eq/revenue)

11.7
-4.1%
2024: 12.2

People



Fixed headcount

1,856
+2.4%
2024: 1,812

**Average training hours
per employee**

33
+10.0%
2024: 30

Share Information



**Year end
share price**
(€)

133.75
+1.1%
2024: 132.30

**Market
capitalization**
(€ billions)

10.6
+1.0%
2024: 10.5

Capital Allocation



Total distributions
(€ millions)

254.8
+1.4%
2024: 251.3

**Proposed 2025
dividend**
(€)

1.58
-27.5%
2024: 2.18

**Dividend
payout ratio**

95%
-
2024: 95%

**Total shareholder
return**

3.4%
+4.8 points
2024: -1.4%

**Return on
average equity**

28.7%
-10.7 points
2024: 39.4%

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PDF/printed version

This document is the PDF/printed version of the 2025 Annual Report of BE Semiconductor Industries N.V. and has been prepared for ease of use. The 2025 Annual Report was made publicly available pursuant to section 5:25c of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), and was filed with Netherlands Authority for the Financial Markets in European single electronic reporting format (the ESEF package). The ESEF package is available on the Company's website at <https://www.besi.com/investor-relations/financial-reports-and-publications/> and includes a human readable XHTML version of the 2025 Annual Report. In any case of discrepancies between this PDF/printed version and the ESEF package, the latter prevails.

Caution concerning forward-looking statements

This Annual Report contains statements about management's future expectations, plans and prospects of our business that constitute forward-looking statements, which are found in various places throughout this report, including, but not limited to, statements relating to expectations of orders, net sales, product shipments, expenses, timing of purchases of assembly equipment by customers, gross margins, operating results and capital expenditures. The use of words such as "anticipate", "estimate", "expect", "can", "intend", "believes", "may", "plan", "predict", "project", "forecast", "will", "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. While these forward-looking statements represent our judgements and expectations concerning the development of our business, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from those contained in forward-looking statements. Please refer to the [Risk Management](#) section of this Annual Report for a detailed description of the risk factors affecting Besi's business. We expressly disclaim any obligation to update or alter these forward-looking statements for revisions or changes whether as a result of new information, future events or otherwise after the date of this Annual Report.

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Company Profile

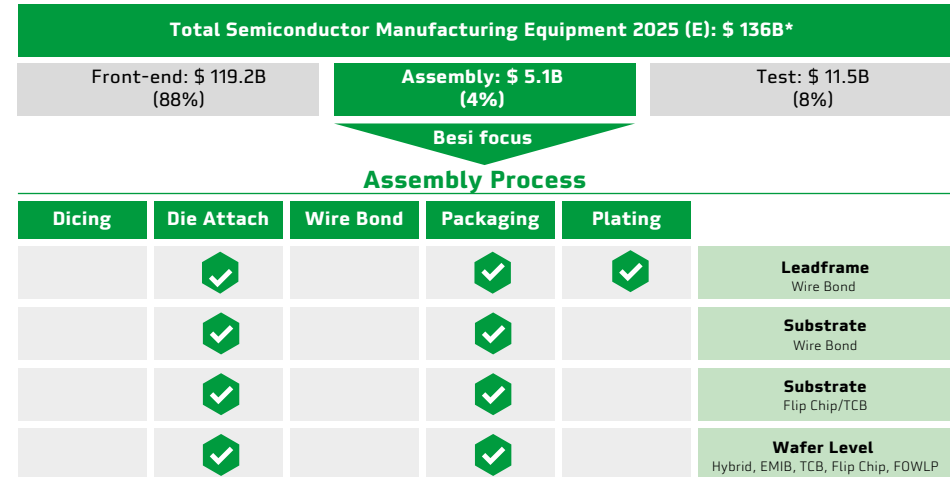
BE Semiconductor Industries N.V. (“Besi” or the “Company”) is engaged in one line of business: the development, manufacturing, marketing, sales and service of a broad portfolio of advanced packaging solutions to the semiconductor and electronics industries with a focus on next generation assembly solutions for wafer level AI applications.

Our market

The semiconductor manufacturing process involves two distinct phases: wafer processing, commonly referred to as the “front-end” and assembly and test, commonly referred to as the “back-end”. Once the semiconductor chip (also referred to as a “die”) has been created in the front-end wafer fabrication process, Besi’s assembly equipment is used by customers to produce advanced semiconductor assemblies or “packages” incorporating a number of process steps such as (i) die sorting or “pick and place” of good versus bad dies, (ii) die bonding to leadframes, substrates, wafers and other chips to facilitate an electrical interconnection, (iii) die molding to encapsulate the assembled die and protect it from external contamination, (iv) chemical plating to provide different physical properties at various stages of the assembly process and (v) trimming and forming of leadframe carriers housing chips and/or singulation (cutting) of substrate and wafer level devices prior to their placement on a printed circuit board and ultimately, final testing. In addition, new 2.5D, 3D and chiplet-based semiconductor device architectures used in generative AI applications now require assembly processes such as hybrid bonding and Thermo Compression Bonding (“TCB”) to be used in front-end semiconductor manufacturing.

TechInsights, a leading independent industry research firm, estimated that the size of the assembly equipment market was approximately \$ 5.1 billion in 2025, or approximately 4% of the total semiconductor manufacturing equipment market. Annual growth rates can fluctuate greatly based on global economic cycles and the capital investment programs of semiconductor and industrial customers. The die attach segment of the assembly equipment market represents our largest addressable market and source of revenue and the most rapidly growing area of the assembly equipment market.

FROM PROCESSED WAFER TO ASSEMBLED CHIP



* Source: TechInsights, December 2025

Our assembly process technologies

Semiconductor assembly involves three primary process technologies depending on the product application required. Leadframe assembly, the most traditional approach, involves the electrical connection of the chip via a wire bonding process to a metal leadframe. Substrate assembly is used most frequently in product applications that require relatively high degrees of miniaturization and chip density such as smartphones, servers, tablets and laptops as well as wireless, automotive and cloud-based internet applications. In a typical substrate assembly, no metal leadframes are utilized and the electrical connection of the chip is made directly either through (i) a wire bonding process to a multi-layer substrate or (ii) the creation of direct connections to the multi-layer substrate via a flip chip or thermo compression die bonding process.

Wafer level assembly is the most advanced and rapidly growing assembly technology and the area in which we have invested significant development resources for future growth. It is our most important area of focus today as customers seek assembly solutions for next generation generative AI applications in the areas of datacenters, PCs, tablets, servers and smartphones as well as large language learning and inferencing models and related software. Wafer level assembly involves placing single or multiple dies or chiplets onto high I/O density wafers to form integrated subsystems. In wafer level packaging, the electrical interconnections between chips are facilitated without the need for a leadframe carrier or substrate interposer. Wafer level assembly is particularly well suited for device nodes of <3 nanometers, requiring placement accuracy <1 micron.

Hybrid bonding represents the most important evolution of die to die interconnect technology in wafer level assembly. It replaces traditional reflowed flip chip solder bumps with a direct copper-to-copper connection between a chip and a wafer. Versus flip chip assembly, it facilitates significantly higher data transfer speeds and chip density while lowering energy consumption, heat dissipation and cost of ownership. Hybrid bonding also facilitates the development of 3D chip architectures as well as increased performance, features, complexity and functionality in both logic and memory applications. Further, wafer level assembly can also be achieved through a TCB chip to wafer technology, a 2.5D assembly process whereby the electrical connection is formed using solder bumps by applying heat and pressure during the bonding process. These two technologies are compatible and complementary for wafer level die bonding whose applications will vary depending on the size, accuracy, density, complexity and throughput required as well as the cost of ownership involved in production environments.

Our products and services

Besi is a leading manufacturer of assembly equipment supplying a broad portfolio of advanced packaging solutions to the semiconductor and electronics industries. We offer customers high levels of accuracy, reliability and throughput at a lower cost of ownership with a principal focus on wafer level and substrate assembly solutions. We define advanced packaging as the assembly of semiconductor devices using advanced interconnect processes including flip chip, System-in-Package (“SiP”), hybrid, TCB and other wafer level technologies as well as all molding technologies related thereto. We estimate that approximately 70% of our revenue in 2025 was for advanced packaging applications and that 60% of revenue was for the most leading edge devices with placement accuracy <7 microns. We believe that approximately 50% of our orders in 2025 were represented by assembly solutions for AI applications, the most rapidly growing segment of the assembly equipment market. We also supply after-sales service and spares to customers which is a less cyclical and growing part of Besi’s revenue mix.



Besi’s Sales team at Semicon Taiwan.

Our principal product and service offerings are set forth below.

BESI’S PRODUCTS AND SERVICES

Die Attach	Single chip, multi chip, multi module, flip chip, epoxy and soft solder die bonding systems, hybrid, TCB and embedded bridge die bonding, die lid attach and fan out wafer level packaging systems.
Packaging	Conventional, ultra-thin and wafer level molding, trim and form and singulation systems.
Plating	Tin, copper, precious metal and solar plating systems and related process chemicals.
Spares/Services	Tooling, conversion kits, spare parts and other services for our installed base of customers.

In 2025, our Die Attach product group revenue represented approximately 80% of our total revenue followed by Packaging which represented approximately 17% and Plating which represented approximately 3%.

Our customers

Our customers are primarily leading multinational chip manufacturers, foundries, assembly subcontractors and electronics and industrial companies and include Amkor, ASE, Fabrinet, Forehope, Huatian, Infineon, InnoLight, Intel, LG Innotek, JCET, Luxshare, Nvidia, STMicroelectronics, TDK, Texas Instruments, Tongfu, Unisem and TSMC. Customers are either Independent Device Manufacturers (“IDMs”) which purchase our equipment for internal use at their production facilities or foundries/subcontractors which purchase our equipment to assemble packages for third parties on a contract basis. Our equipment performs critical functions in our customers’ assembly operations and in many cases represents a significant percentage of their installed base of assembly equipment.

Our commitment to sustainability

Our objective is to promote Besi’s business and financial interests in a socially responsible manner for the benefit of all stakeholders, employees, partners, the environment and the local communities in which we operate. We are committed to running our operations in accordance with internationally recognized standards and best practices and to promote sustainability with stakeholders on such topics as climate change mitigation, energy and renewable energy, human rights, working conditions, health and safety, inclusion and diversity, anti-corruption and bribery and corporate culture. Our sustainability strategy has three pillars: Environmental Factors, Social Factors and Governance Factors. Within these pillars, we identify and manage the material impacts of Besi on society and the environment and the material risks and opportunities related to sustainability issues on our business. For more information, please refer to our [Sustainability Statement](#).

Our global presence

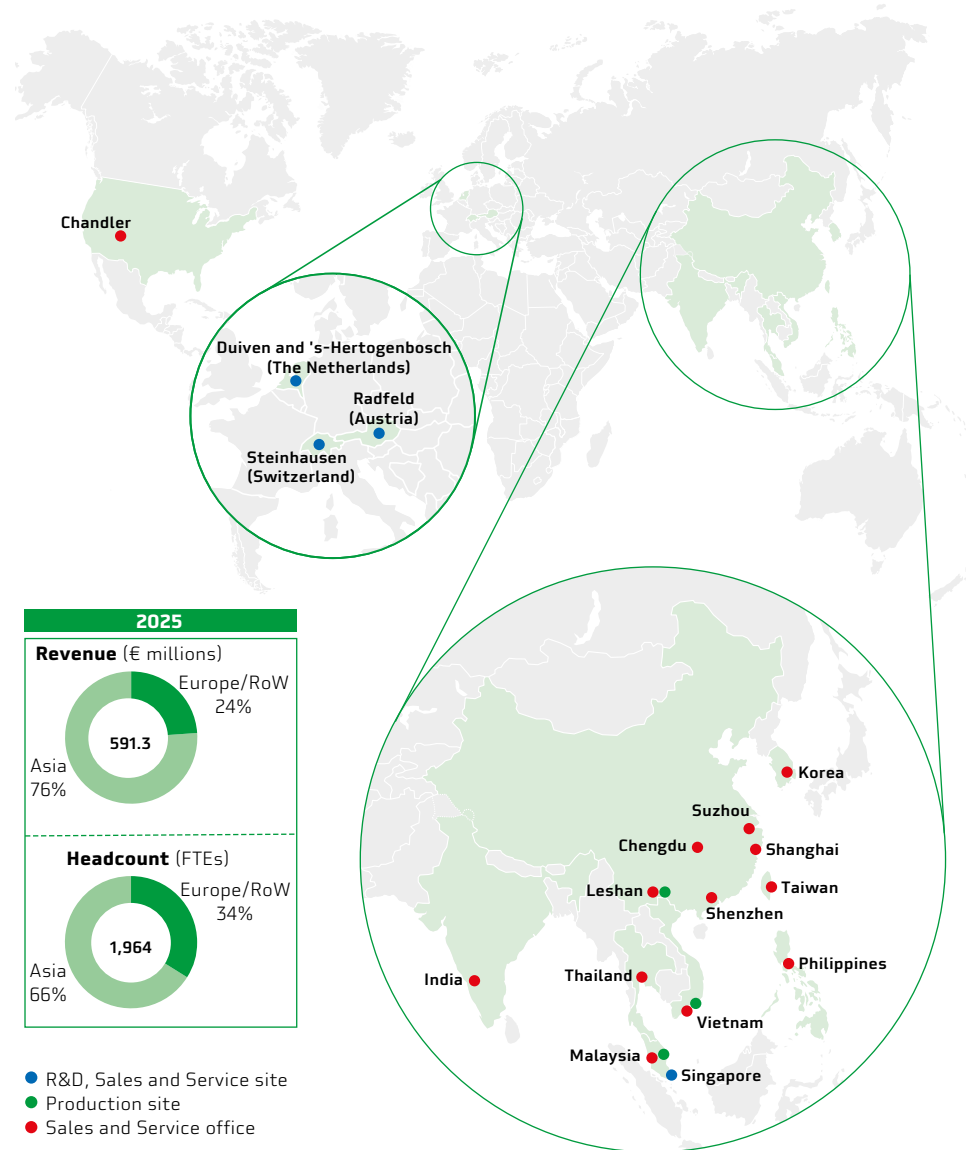
We are a global company with headquarters in Duiven, the Netherlands. We operate eight facilities in Asia and Europe for development and production activities as well as 13 sales and service offices across Europe, Asia and North America. We employed a total staff (in FTEs) of 1,856 fixed and 108 temporary personnel at December 31, 2025, of whom approximately 66% were based in Asia and 34% were based in Europe and North America.

Our listings

Besi was incorporated under the laws of the Netherlands in May 1995 and had an initial public offering in December 1995. Our ordinary shares are listed on Euronext Amsterdam (symbol: BESI) and are included in the Euronext AEX Index. Our level 1 ADRs trade on the OTC markets (symbol: BESIY). We have € 175 million of 1.875% Senior Unsecured Convertible Notes outstanding which are listed on the Deutsche Börse’s Freiverkehr market. We also have € 350 million of 4.500% Senior Notes outstanding which are listed on The International Stock Exchange (“TISE”) (see [Shareholder Information](#)).

More detailed information about Besi can be found on our website: www.besi.com.

OPERATIONAL PROFILE



Key Highlights

	Year ended December 31,				
	2025	2024	2023	2022	2021
(€ millions, except share and non-financial data)					
Operating data					
Revenue	591.3	607.5	578.9	722.9	749.3
Orders	685.0	586.7	548.3	663.7	939.1
Operating income	173.1	195.6	213.4	294.1	317.6
EBITDA ¹	206.8	224.2	239.1	317.1	335.1
R&D expenses	81.0	74.3	56.4	53.9	36.4
Net income	131.6	182.0	177.1	240.6	282.4
Net income per share (€)					
Basic	1.66	2.31	2.28	3.03	3.70
Diluted	1.66	2.30	2.23	2.90	3.39
Dividend per share (€) ²	1.58	2.18	2.15	2.85	3.33
Shares outstanding (in thousands) ³	79,282	79,312	77,016	78,488	77,97
Balance sheet data					
Cash, cash equivalents and deposits	543.0	672.3	413.5	671.7	672.2
Total debt	507.0	528.5	300.5	325.2	301.8
Net cash ⁴	36.0	143.8	113.0	346.5	370.4
Total equity	416.4	501.3	421.4	628.5	619.3
Financial ratios					
Gross profit as % of revenue	63.3	65.2	64.9	61.3	59.6
Operating income as % of revenue	29.3	32.2	36.9	40.7	42.4
Net income as % of revenue	22.3	30.0	30.6	33.3	37.7
EBITDA interest coverage ratio ⁵	8.2	13.4	20.5	26.0	30.6
Return on average equity (%) ⁶	28.7	39.4	33.7	38.6	57.0
Headcount data⁷					
Headcount fixed	1,856	1,812	1,736	1,675	1,645
Headcount temporary	108	134	134	144	496
Total headcount	1,964	1,946	1,870	1,819	2,141
Geographic data					
Revenue from Asia as % of total revenue	76.0	67.0	73.1	75.9	77.8
Headcount in Asia as % of total headcount	66.4	66.8	66.5	67.2	73.1
Sustainability data					
Scope 1 & 2 emissions intensity ratio (tCO ₂ eq/€ million revenue)	0.5	0.6	8.9	5.2	14.4
Scope 3 emissions intensity ratio (tCO ₂ eq/€ million revenue)	11.7	12.2	17.0	13.6	15.9
Renewable energy (% of total energy consumed)	99	99	71	76	20

¹ EBITDA is defined as operating income (€ 173.1) plus depreciation, amortization and impairment (€ 33.7).

² Proposed 2025 dividend for approval at Besi's AGM to be held on April 23, 2026.

³ Net of shares held in treasury at December 31, 2025.

⁴ Net cash is defined as cash, cash equivalents and deposits (€ 543.0) less total debt (€ 507.0).

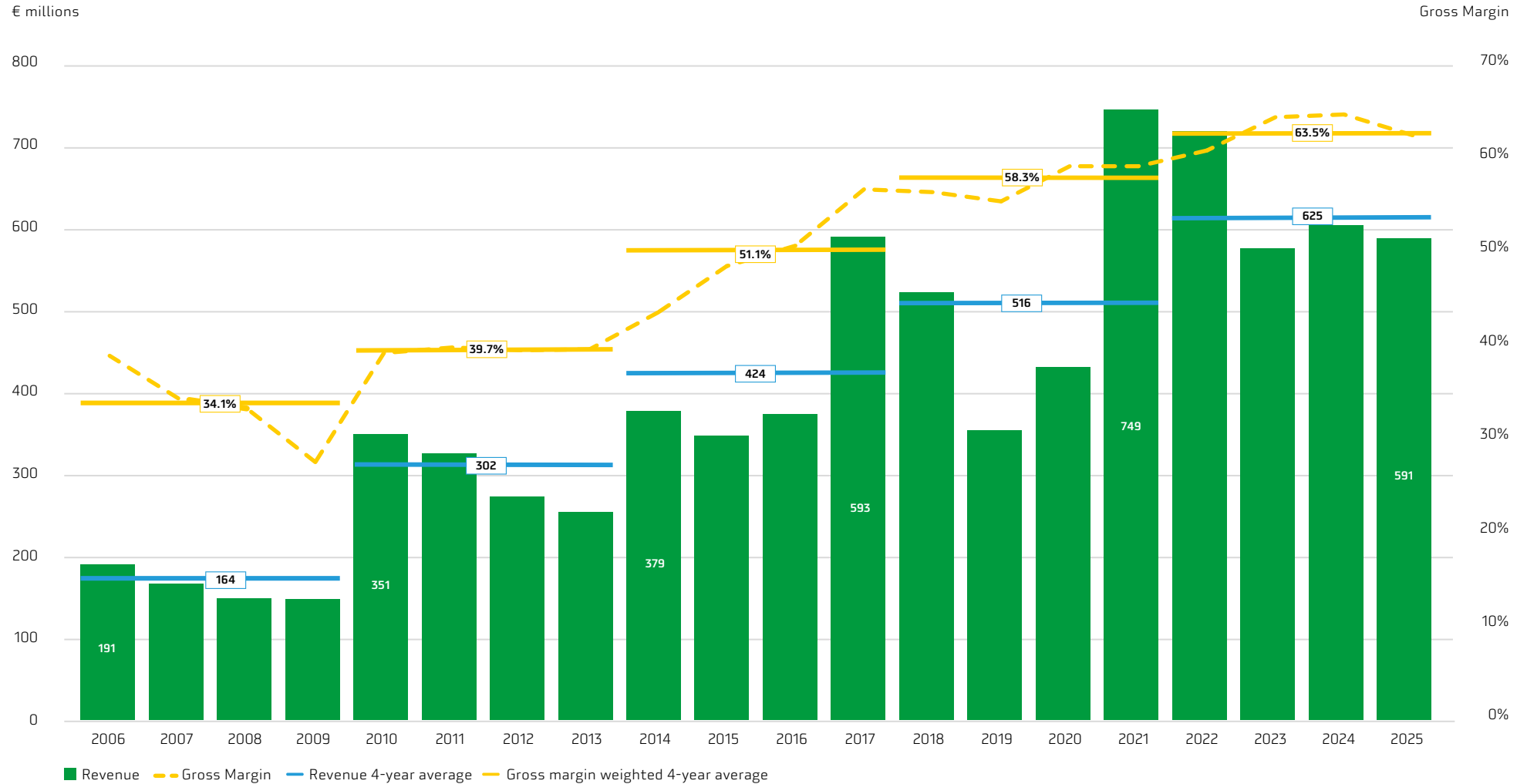
⁵ EBITDA interest coverage ratio is defined as EBITDA (€ 206.8) divided by interest expense (€ 25.1).

⁶ Return on average equity is defined as net income (€ 131.6) divided by the average of the shareholders' equity at January 1, 2025 (€ 501.3) and December 31, 2025 (€ 416.4).

⁷ Headcount data in Full-Time Equivalents ("FTEs") at December 31, 2025.

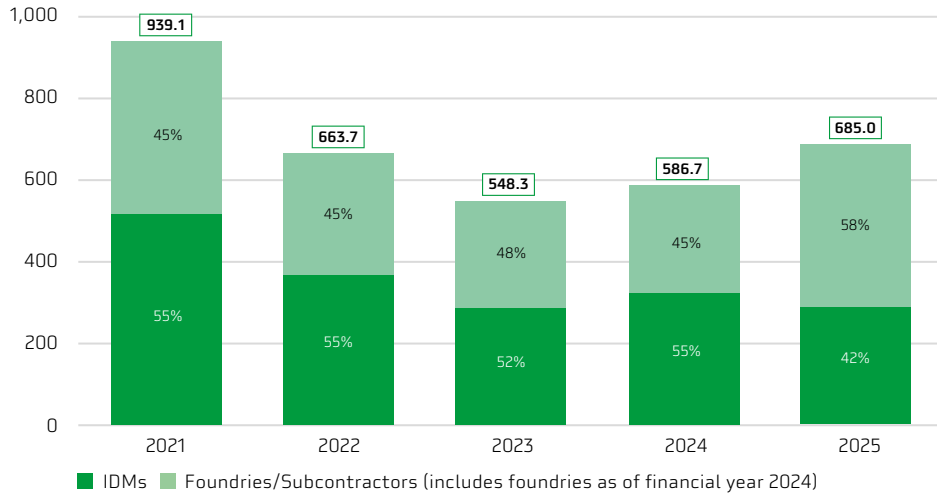
THROUGH CYCLE REVENUE AND GROSS MARGIN TRENDS

€ millions



ORDER TRENDS

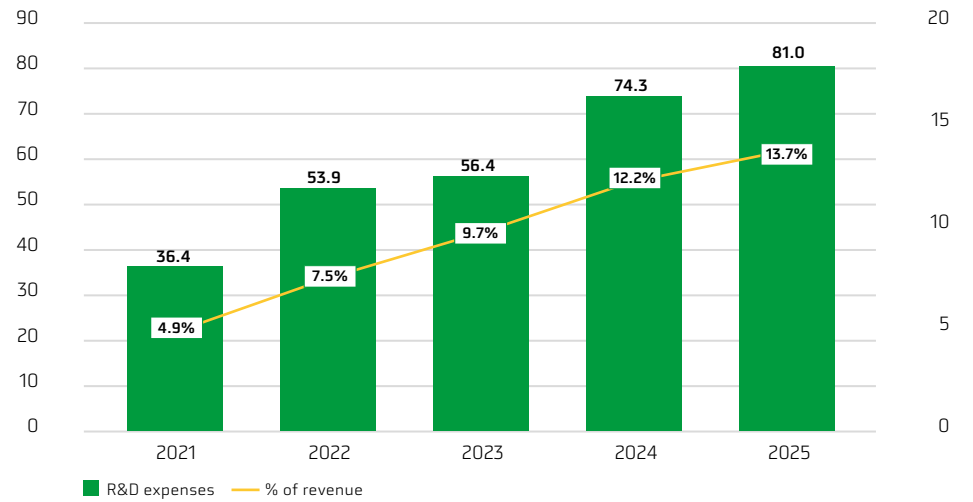
€ millions



R&D SPENDING, NET

€ millions

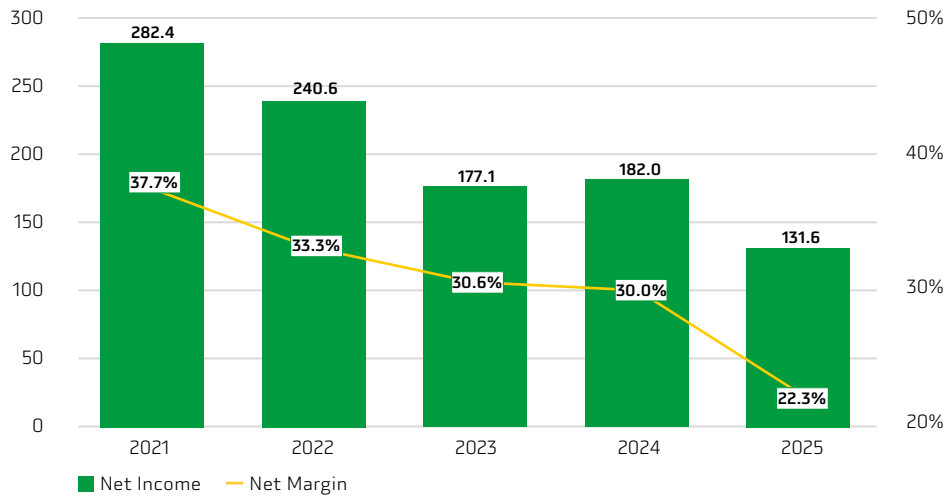
% of revenue



NET INCOME TRENDS

€ millions

Net Margin



Key Highlights 2025

AI favorably influences business development

- Orders of € 685.0 million grew 16.8% versus 2024 due to increased demand for AI applications
- AI orders represented approximately 50% of total orders. Strength in datacenter and photonics applications
- Revenue of € 591.3 million decreased 2.7% as assembly equipment recovery delayed
- Gross, operating and net margins remained at attractive levels versus peers
- Return on average equity of 28.7%

Expanded R&D for next generation AI applications

- R&D spending, equal to 13.7% of revenue, increased 9.0% versus 2024
- Strategic focus on next generation AI applications, next assembly market upcycle and interconnect solutions for front-end manufacturing process technologies

Progress on wafer level assembly agenda

- Cumulative hybrid bonding orders grew to 150+ systems. Adoption expanded to 18 customers
- New hybrid bonding use cases identified
- New hybrid bonding prototype system completed with 50 nm accuracy and increased throughput
- Six integrated hybrid bonding production lines installed
- TC Next adoption expanded with orders from multiple customers and end markets

Introduction of new advanced packaging systems

- First production shipments to multiple customers of next gen flip chip system with higher accuracy and speed for mainstream mobile and computing applications
- Development of first sub-micron accuracy multi module die attach system for advanced photonics assembly
- First flip chip die bonding orders received for CMOS image sensor advanced camera applications

Strategic initiatives aid advanced packaging growth and profitability

- Strategic plan updated for 2025-2029 period
- Long-term revenue target increased from € 1 billion+++ to € 1.5 - € 1.9 billion
- Doubled cleanroom capacity in Malaysia and advanced packaging capabilities in Singapore
- Expansion of Vietnam production capabilities
- Applied Materials purchase of 9% interest enhances advanced packaging collaboration and product strategy

Progress on sustainability agenda

- Significant progress achieved versus 2026 sustainability targets
- Sustainability ratings improved with Sustainalytics, S&P Global and CDP
- Improvement in all supply chain engagement indicators versus 2024

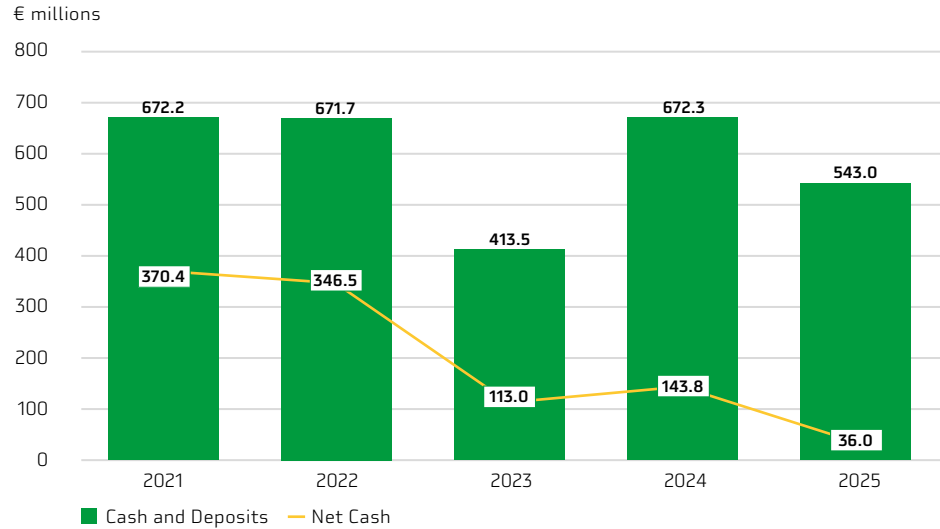
Significant carbon emission reductions

- Reduction in absolute Scope 1 & 2 and 3 GHG emission levels and fuel consumption
- Scope 1 & 2 and 3 emission intensity ratios decreased versus 2024
- Energy from renewable sources represented 99% of all energy needs
- Design-to-X initiative has significantly reduced the energy consumption of Besi's die bonding system platforms

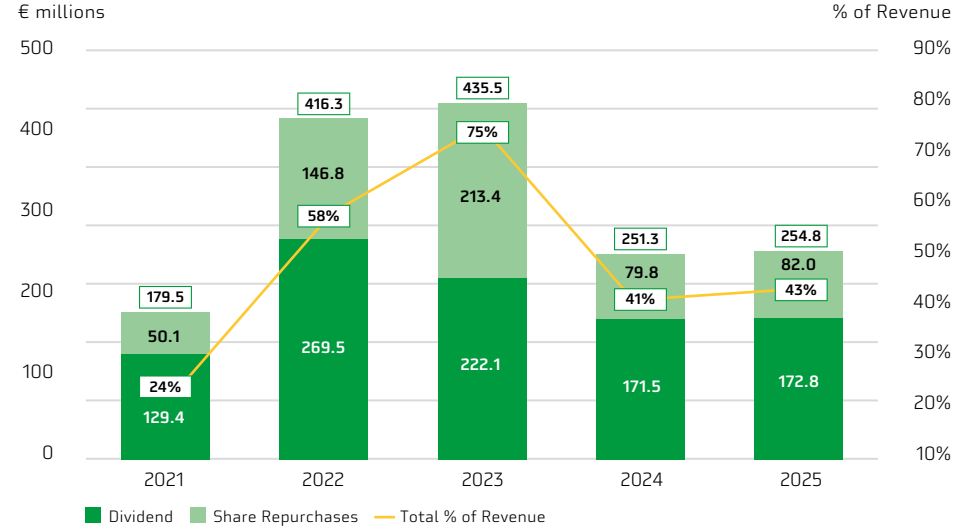
Strong cash flow generation supports attractive capital allocation program

- Cash flow from operations of € 178.1 million, or 30.1% of revenue
- Solid liquidity position with cash of € 543.0 million and net cash of € 36.0 million at year end
- Capital allocation of € 254.8 million
- € 100 million share repurchase program completed. New € 60 million program initiated
- Proposed 2025 dividend of € 1.58 per share. Payout ratio of 95%

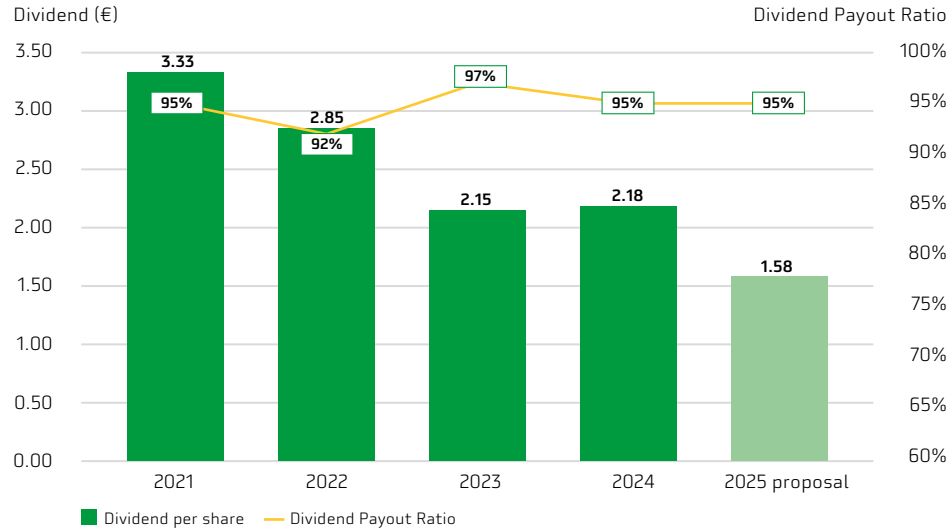
LIQUIDITY TRENDS



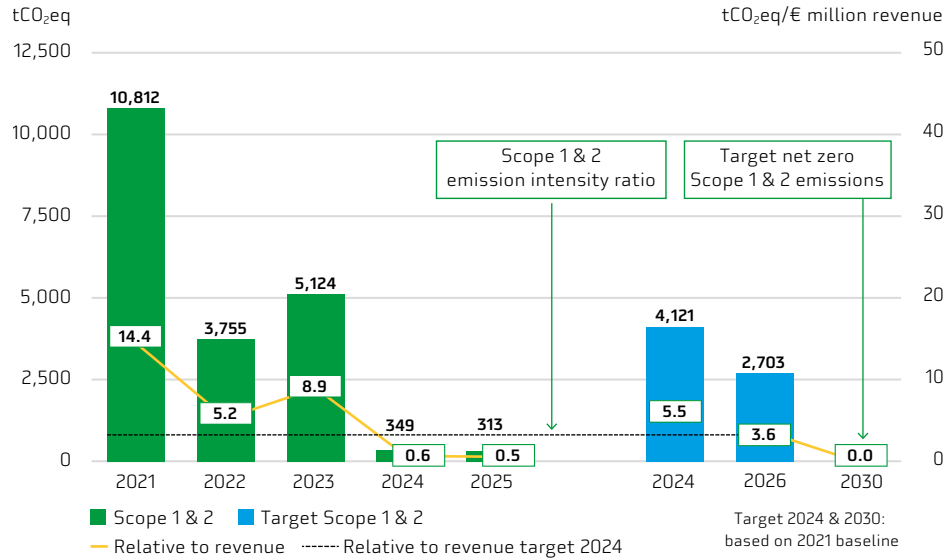
CAPITAL ALLOCATION TRENDS



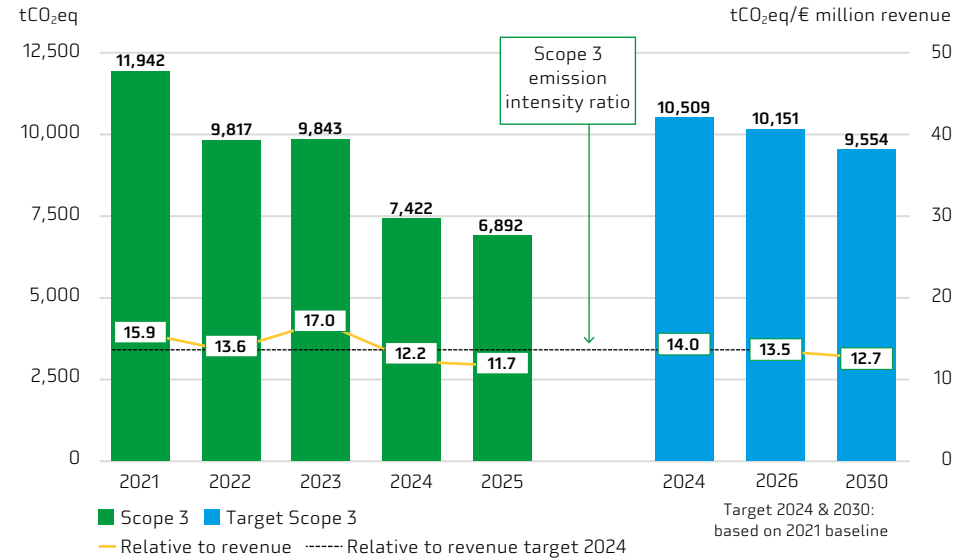
DIVIDEND TRENDS



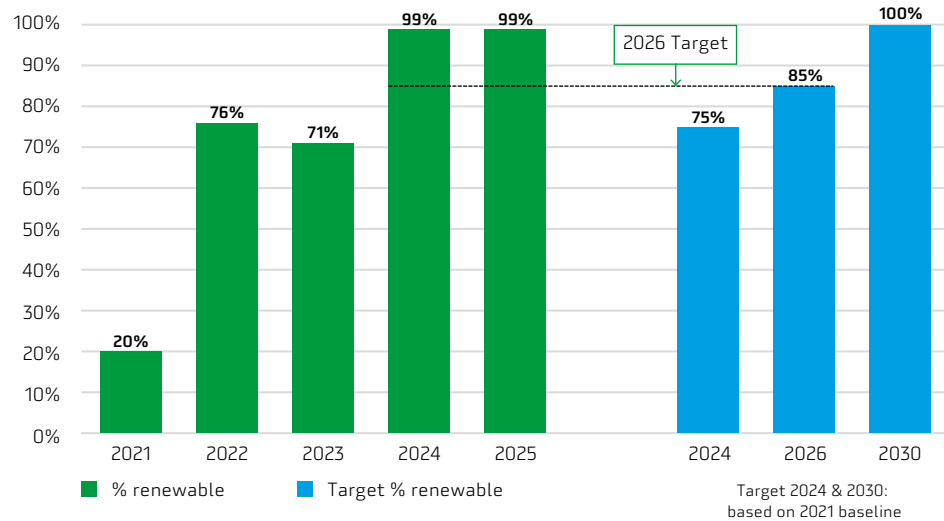
SCOPE 1 & 2 GHG EMISSION TRENDS



SCOPE 3 GHG EMISSION TRENDS*



RENEWABLE ENERGY TRENDS



* See Sustainability Statement for more detail as to the composition of Scope 3 emissions.

Letter to Stakeholders



Letter to Stakeholders

Dear Stakeholders,

In 2025, Besi enhanced its position as a leader in the advanced packaging market. We experienced progress on our wafer level assembly agenda as hybrid bonding adoption expanded to 18 customers, cumulative orders grew to 150+ systems and new use cases were identified for co-packaged optics, Application-Specific Integrated Circuits (“ASICs”) and consumer applications. In addition, six integrated hybrid bonding production lines were installed at a leading logic customer incorporating 30 Besi hybrid bonders. The first 50 nm placement accuracy prototype system was also completed and available for customer qualification. Our position in the Thermo Compression Bonding (“TCB”) market was further enhanced as Besi’s TC Next adoption expanded to five customers for logic, memory and photonics applications. In addition, our flip chip and multi module die attach systems gained share in the market for AI-related 2.5D assembly structures with a particular focus on datacenter and photonics applications. Further, Besi successfully introduced a variety of next generation die bonding and packaging systems for each of our traditional computing, mobile and automotive markets as we prepare for the next market upturn. Our advanced packaging strategy was further enhanced by means of expanded collaboration with Applied Materials and their purchase of a 9% ownership position in Besi.

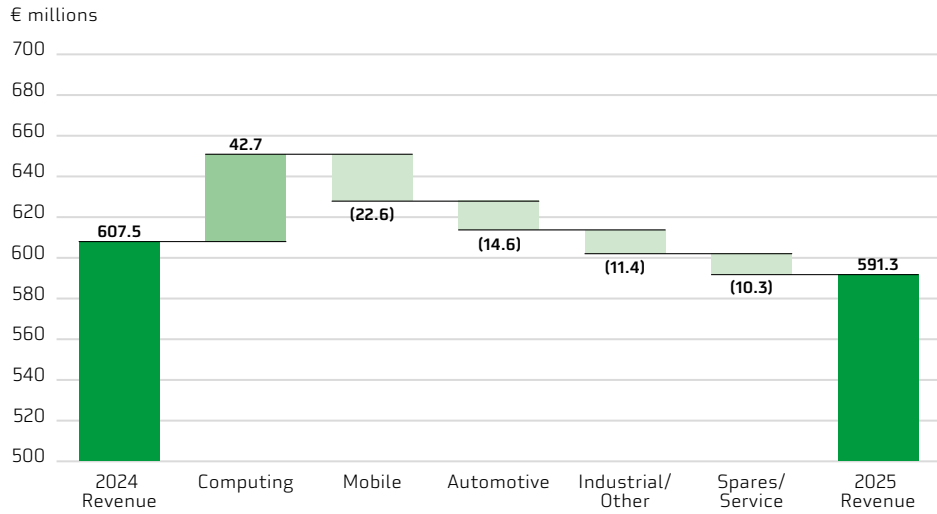
Business Highlights

- Increased AI spending favorably impacts business development
- Order growth of 16.8% versus 2024 due to significantly increased AI datacenter and photonics demand in the second half of 2025
- Continued progress on wafer level assembly agenda for both hybrid bonding and TC Next systems
- New products introduced for next gen AI applications and next market upcycle
- Expansion of cleanroom capacity and Asian support capabilities to support future advanced packaging growth
- Strategic plan updated to include new revenue and cost initiatives. Increased long-term revenue target from € 1 billion+++ to € 1.5 - € 1.9 billion
- Continued progress on key sustainability themes including further reductions in carbon emissions and fuel consumption
- Substantial progress achieved versus 2026 sustainability targets

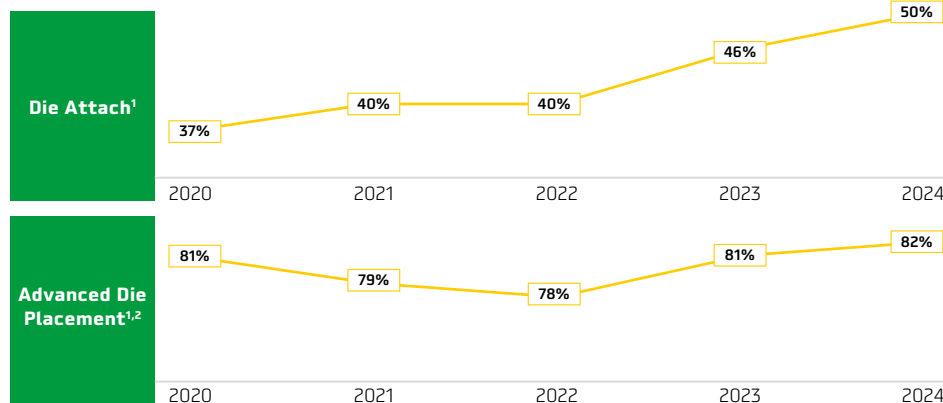
We continue to formulate and execute strategic initiatives to help capitalize on a variety of market opportunities from the rapid growth of generative AI infrastructure over the next decade in alignment with our sustainability objectives. This year, we completed the expansion of our Malaysian cleanroom production capacity and Singaporean advanced packaging support capabilities and increased our sales and customer support in Taiwan to accommodate increased customer demand for hybrid bonding and TC Next systems. We also completed an expansion of our Vietnam production facility as customers continue their migration to Southeast Asia from China. Progress also was achieved on our sustainability agenda as measured by reductions in absolute Scope 1 & 2 and 3 GHG emission levels and fuel consumption, lower emission intensity ratios, energy reduction benefits realized from our Design-to-X initiative, improved sustainability ratings and progress made relative to our 2026 sustainability targets.

Besi’s progress in 2025 reflected the favorable influence of increased AI spending on our business development. Orders of € 685.0 million increased by 16.8% versus 2024 due to strength in AI-related 2.5D demand for datacenter applications by Asian subcontractors and renewed capacity purchases for photonics applications. Growth accelerated in the second half of the year with orders increasing 63.6% versus the first half year, aided as well by a large increase in hybrid bonding orders in the fourth quarter. Orders for AI applications represented approximately 50% of our total orders in 2025 and revenue from Besi’s computing end-user market grew as a percentage of total revenue from approximately 40% in 2024 to 50% in 2025.

END-USER MARKET TRENDS



LEADING MARKET SHARES IN KEY DIE ATTACH MARKETS



¹Excludes TCB, wire bonding, dicing, and other.

²Advanced die placement defined as <7 micron accuracy per TechInsights.

Source: TechInsights, December 2025

For the year, revenue of € 591.3 million decreased by 2.7% versus 2024 due to lower shipments for mobile, automotive and industrial end-user markets as a result of ongoing weakness in overall assembly markets. We continued to maintain attractive levels of profitability with gross, operating and net margins realized of 63.3%, 29.3% and 22.3%, respectively. Gross margins decreased versus 2024 due primarily to an approximate 12% decrease in the value of the US dollar versus the euro in the first half year. Attractive operating and net margins were maintained as we continued to closely align our operating model with lower mainstream order demand and realized the benefits of strategic cost reduction initiatives. As a result, total operating expenses were relatively flat compared to 2024. We achieved net income of € 131.6 million in 2025, a decrease of 27.7% versus 2024 due primarily to lower gross margins, increased development spending in support of future growth opportunities, higher interest expense related to the issuance of our Senior Notes in July 2024 and a higher effective tax rate. Besi's disciplined focus on overhead management positions us well for increased operating margins and profitability when revenue growth resumes in our cyclical industry.

Strategic plan updated

Besi's management reviews its strategy on a regular basis and sets new initiatives each year to help achieve our business objectives. We have conducted five extensive reviews over the past 10 years to assess our strategic plan and long-term sustainable value creation model and formulate specific market, product, revenue, cost and sustainability initiatives. Such reviews have been critical to our long-term growth and profitability. The most recent plan assessment encompassed the period 2025-2029, was designed to strengthen Besi's leadership in the advanced packaging market and involved the participation of various stakeholders and customers. Multiple growth drivers were identified including expanded AI deployment, infrastructure and use cases across our principal end-user markets, increased investment in advanced packaging fabs globally and the further adoption by customers of sub-micron accuracy assembly technologies such as hybrid bonding and advanced TCB. The updated strategy also sought to further strengthen Besi's market presence, service and support capabilities and competitive position to better capture growth opportunities from the semiconductor industry's move toward smaller geometries, heterogeneous integration, chiplet adoption and increased device complexity. As a result of the plan update and initiatives, we significantly increased our long-term revenue and profit targets with our revenue target increasing to € 1.5 - € 1.9 billion from € 1 billion+++ previously.

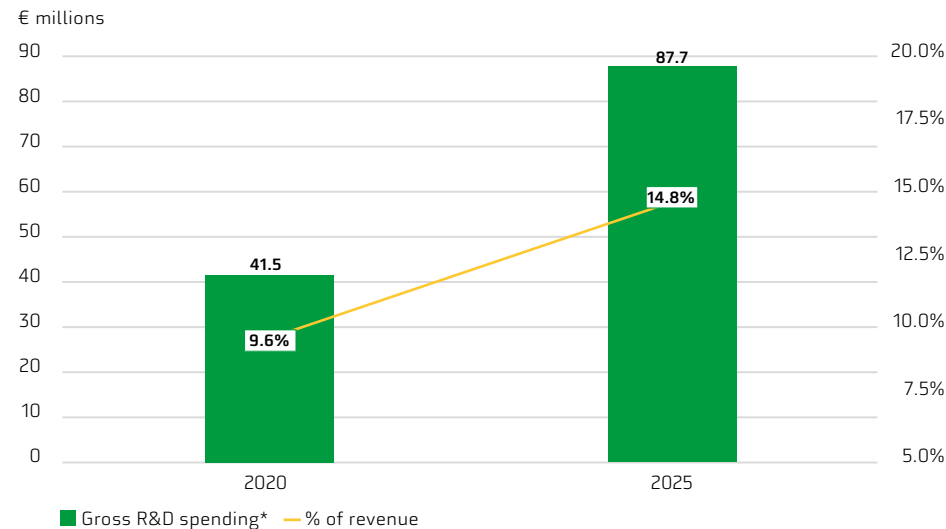
Successful R&D investment in next generation advanced packaging solutions

Our long-term development strategy focuses on providing customers with a complete portfolio of leading edge die attach, packaging and plating systems for both back-end and front-end assembly processes at the lowest cost of ownership. Advanced packaging is an ever more critical process to realize the promise of AI including energy efficient performance in a host of next generation applications.

Over the past five years, Besi has developed one of the industry's most technologically advanced product portfolios with a particular emphasis on enhancements to our core technology and the expansion of our advanced interconnect capabilities for sub-micron accuracy die attach systems. Development efforts have centered on requirements for (i) increased accuracy, performance, chip density, throughput and complexity, (ii) thinner devices, (iii) smaller form factors, (iv) new 2.5D and 3D heterogeneous device architectures, (v) lower power consumption and heat dissipation and (vi) shorter lead times, all while offering a lower overall cost of ownership to customers. Our technology efforts have also focused on leading edge interconnect solutions for front-end manufacturing process technologies such as chip to wafer and chip on chip die bonding as an important means of further extending Moore's law.

FOCUS ON NEW PRODUCT INNOVATION

R&D investment more than doubled since 2020



* Gross R&D spending excludes impact from capitalization/amortization of R&D costs.

We have more than doubled our gross R&D spending since 2020 to develop a complete wafer level assembly portfolio for AI-related applications. In 2025, gross R&D spending reached € 87.7 million equal to 14.8% of total revenue. Key development efforts this year were focused primarily on (i) enhancements to our sub-micron accuracy hybrid bonding systems for logic, memory and co-packaged optics applications, (ii) advanced chip to wafer

TCB systems for logic, memory and photonics applications, (iii) next generation flip chip and multi module die attach systems for increased penetration of mainstream mobile and computing applications and advanced photonics markets and (iv) the successful completion of enhancements, as per plan, of next generation mainstream die bonding, packaging and plating platforms in anticipation of a 2026 market upcycle.

Attractive capital allocation. Strong liquidity base to finance future growth

Shareholders were rewarded for their investment in Besi as we distributed a total of € 254.8 million in the form of dividends and share repurchases in 2025 that represented 43.1% of our total revenue. During the year, we paid a cash dividend of € 172.8 million and initiated a new € 60 million share repurchase program in October 2025 upon completion of the prior € 100 million program. In total, we repurchased € 82.0 million of Besi shares this year which increased shares held in treasury to 1.9 million shares, or 2.3% of shares outstanding. Besi ended the year with a solid liquidity base consisting of cash, cash equivalents and deposits aggregating € 543.0 million and net cash of € 36.0 million. Our capital allocation efforts were supported by strong cash flow generated from operations of € 178.1 million which represented 30.1% of our total revenue.

Given profits earned in 2025 and Besi's solid financial position, we will propose a cash dividend of € 1.58 per share for approval at Besi's AGM to be held on April 23, 2026. The proposed distribution is Besi's sixteenth consecutive annual dividend paid.

Long-term sustainable value creation continues

Besi has delivered strong growth and value creation for stakeholders while conducting its business in a responsible and sustainable manner. Besi's dedicated focus on advanced packaging, technological leadership and the disciplined execution of strategic initiatives has created a leader in the assembly equipment market with superior through-cycle performance and strong financial metrics. Since 2011, we have returned approximately € 2.4 billion to shareholders in the form of dividends and share repurchases (including the dividend proposed for 2025) representing 33.5% of Besi's cumulative revenue. The profitability of our business has also increased significantly during this period with gross margins increasing from 40% to 63%, net income growing more than five-fold and return on average equity increasing from 11.2% to 28.7%. In addition, Besi's share price has increased by 5,125% since 2011 and our market capitalization has grown from approximately € 188 million to € 10.6 billion at year end.

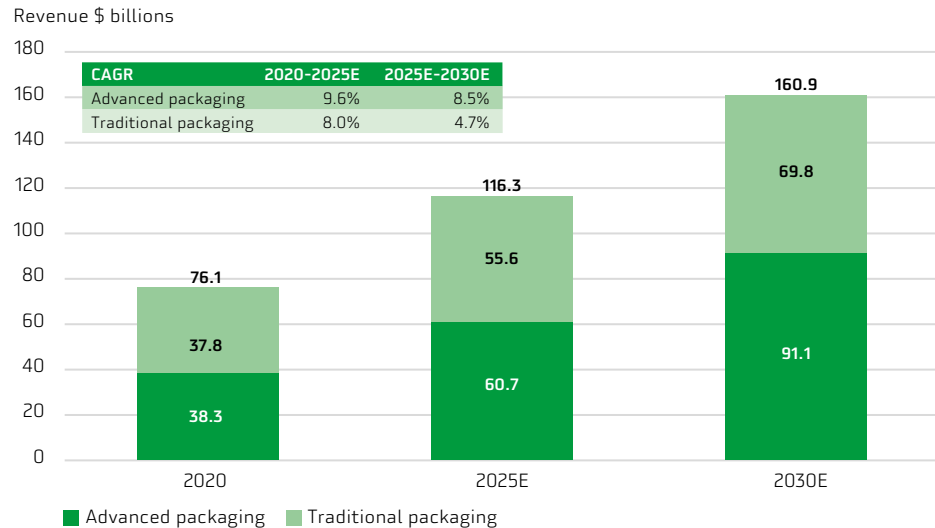
Besi's total shareholder return in 2025 was 3.4%. Our year end share price increased by 68% from the low point reached in April 2025. Over the past three, five and ten years, an investment in Besi's shares has produced cumulative total returns of 155%, 216% and 2,076%, respectively.

AI primary driver of advanced packaging growth

We are in the early stages of a transition to an AI-enabled digital society accompanied by a new generation of sustainable and more environmentally friendly electronics applications. In response, new leading edge semiconductor devices are being developed which will play a critical role in furthering the use of many such applications. The adoption of generative AI is estimated by analysts to have a faster adoption rate in our society than any other 21st century technology, including the smartphone.

Consistent with these trends, a new technology cycle is underway wherein customers increasingly demand more complex advanced packaging solutions containing ever more functionality in ever smaller form factors and sub-micron die placement accuracy. Advanced packaging is recognized as a critical part of the semiconductor value chain and a gating item to produce next generation AI-related logic and memory devices. Besi is well positioned for this anticipated growth with advanced packaging revenue representing approximately 70% of our total system revenue in 2025 and revenue from the most leading edge applications (<7 micron die placement accuracy) representing approximately 60% of total revenue. Within advanced packaging, customer investment in the most leading edge 2.5D and 3D assembly architectures is the fastest growing segment.

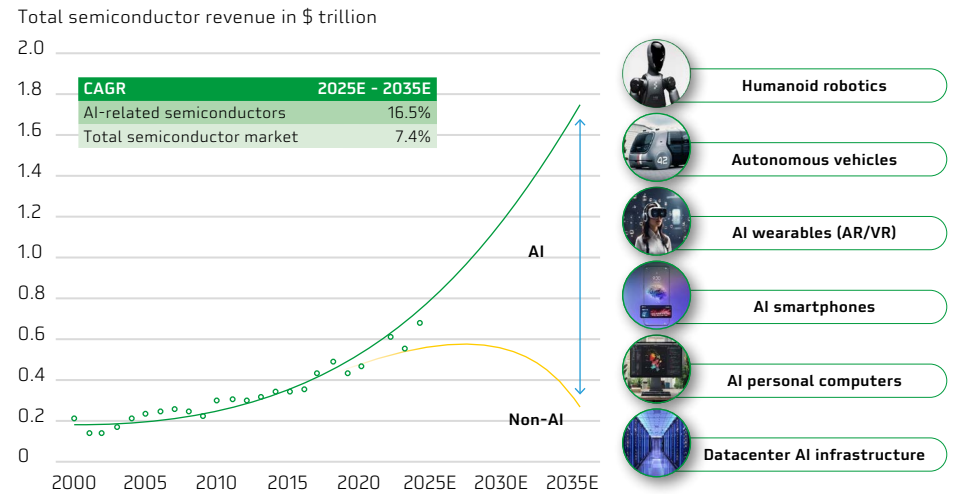
ADVANCED PACKAGING REVENUE GROWING RAPIDLY. 2.5D/3D FASTEST GROWING SEGMENTS



Source: Yole, August 2025

One of the most powerful forces driving growth in Besi's addressable market today is the rapid adoption of AI and virtual and augmented reality in our daily business and personal interactions. End-user customers are focused on incorporating generative AI software capabilities in datacenters, personal computers, tablets, smartphones and industrial manufacturing, among others. We also believe that trends such as on-device AI for mobile applications, autonomous driving for automotive applications and factory automation for industrial applications represent additional growth drivers for our end-user markets. TechInsights, a leading independent industry research firm, expects that AI chip revenue will grow at a compound annual rate of 16.5% between 2025 and 2035 reaching \$ 1.4 trillion by 2035.

AI DRIVING LONG-TERM SEMICONDUCTOR REVENUE GROWTH



Source: TechInsights, December 2025

The powerful drivers of high-performance computing growth over the next decade will require new technologies to extend Moore's law on a cost-efficient basis via new logic and high bandwidth memory devices incorporating 2.5D/3D chiplet architectures. As Moore's Law scales more slowly approaching 2 nm node sizes, wafer fab costs are escalating due to a significant increase in the cost per transistor. Currently, the only means of extending Moore's law on a cost-efficient basis is the adoption of 2.5D and 3D device structures utilizing new advanced packaging solutions.

In response to the rapid growth of AI infrastructure and related costs, semiconductor producers have expanded their investments in new logic devices for datacenter and supercomputer applications utilizing hybrid bonding, TCB, advanced flip chip and multi module die attach assembly processes. The significant increase in the performance, functionality and speed of logic devices has also required new memory solutions such as HBM in vertical 3D stacks of 8-20+ chips and chipllets to match such performance improvements, all of which require lower power consumption and heat dissipation to reduce their cost of ownership and enhance their performance, yield and sustainability.

Future HBM4 and HBM5 architectures in development today are expected to drive substantial growth in advanced packaging requirements over the next decade, particularly in light of ever shorter new product cycles for CPU, GPU and TPU devices by the world's leading logic producers. HBM4 production is anticipated to begin in 2026 with HBM5 production estimated in 2028-2029. By 2030, TechInsights estimates that HBM4/5 production will represent substantially all HBM unit shipments. Besi's hybrid bonding and TC Next systems are well positioned to benefit from growth in HBM 4/5 memory stacks at or above 12 devices with hybrid bonding uniquely qualified to assemble memory stacks at or above 20 devices.

We also see the increased usage of photonics in AI applications, particularly in pluggable optical transceivers or as co-packaged optics within high-performance datacenter servers, to further extend the performance and speed of processors and GPUs while reducing their power consumption, heat dissipation and latency. LightCounting, a market research firm, estimates that silicon photonics semiconductor shipments (including co-packaged optics) are expected to reach 367 million units by 2030 and to grow at a compound annual rate of 30% between 2025 and 2030. This is another important driver of Besi's future growth.

Progress continues on Besi's wafer level assembly agenda

Hybrid bonding is one of the most important process technologies for the assembly of generative AI devices as it permits the connection of multiple, heterogeneous chipllets in die form using direct copper interconnects. Chipllet adoption has also been increasing rapidly in recent years as one of the primary methods to cost-effectively increase the power, performance, functionality and density of new chip architectures in AI and high-performance computing applications for Besi's principal end-user markets. The use of chipllets in new device architectures will also encourage hybrid bonding adoption.

Hybrid bonding has the potential to become the leading assembly solution for device geometries <3 nanometers requiring sub-micron die placement accuracy. It is anticipated that hybrid bonding adoption should help drive growth for the assembly equipment market and Besi's addressable market at rates higher than those experienced historically given its importance in extending Moore's law for semiconductor producers. Its utilization should

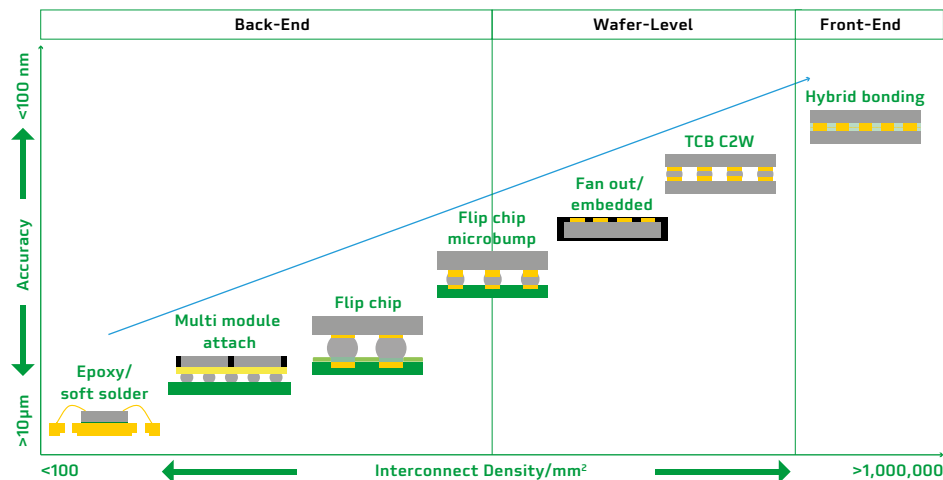
also expand demand for Besi's other leading edge assembly technologies such as our TCB, flip chip and multi module die attach systems, further increasing the potential size of our addressable market.

Besi first engaged in hybrid bonding development in 2017 with commercial introduction of the process technology in 2021 with a 200 nm placement accuracy system. Since its introduction, we have made significant progress on our product development roadmap. First shipments of Besi's 100 nm placement accuracy system to multiple customers occurred in 2024 with excellent market acceptance and an estimated 10% improvement in productivity. In 2025, we developed the first 50 nm placement accuracy prototype system with a targeted increase in throughput compared to prior generations. Further, cumulative hybrid bonding orders since 2021 grew to reach over 150 systems this year with adoption expanding to 18 customers including the world's leading logic and memory producers, foundries, subcontractors and research institutes. New use cases were also identified by customers for the hybrid bonding of ASIC logic devices and in co-packaged optics for the 3D stacking of photonic chipllets in network switches. In addition, the first integrated hybrid bonding lines were installed at a leading logic customer in collaboration with Applied Materials incorporating 30 hybrid bonders in six platforms. We aim to significantly expand Besi's hybrid bonding revenue potential and market share over the next decade given our leadership position, technology roadmap, adoption trends and collaboration with Applied Materials. Our collaboration with Applied Materials also expanded this year to include the joint marketing to customers of integrated hybrid bonding solutions as well as the technical exploration of other potential applications.

Progress on Besi's wafer level assembly agenda

- Hybrid bonding adoption grew to 150+ cumulative orders and 18 customers
 - New use cases identified for ASIC devices and co-packaged optics
 - New prototype system completed with 50 nm accuracy and increased throughput
 - First integrated hybrid bonding production lines installed
- TC Next system adoption expanded with production orders from multiple customers, research institutes and end markets

BESI'S TECHNOLOGY ROADMAP



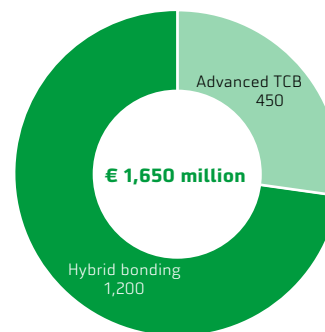
Besi's advanced thermo compression bonding solutions have significant market potential

Besi has devoted additional R&D resources in recent years to develop the industry's leading thermo compression bonding solution for next generation AI devices. The shift toward heterogeneous device integration and the increasing demand for HBM stacking are accelerating the need for TCB solutions which bridge the gap between traditional TCB solutions and hybrid bonding. Conventional TCB processes use a chemical called flux to remove oxidation during bonding but can leave residue on the chip surface that can be difficult to clean potentially reducing reliability, especially at very small bonding pitches (less than 20 microns).

Besi's TC Next system is one of the leading system solutions currently available with great flexibility and versatility to handle both flux and fluxless bonding processes as well as real-time process control for each individual bond. It has demonstrated industry leading metrics including the highest placement accuracy (0.7 microns) and bump pad pitch density (5 microns), which can help customers achieve the lowest cost of ownership. Target markets for Besi's TCB concept currently include HBM4/5 stacking, photonics and next generation 2.5D assembly structures for logic applications. We have received TC Next orders from five customers and research institutes as of year end 2025 addressing multiple end markets. We estimate the total market potential currently at 350-600 systems by 2030.

The long-term potential for our wafer level assembly product portfolio is significant as shown in the table below. We estimate that our hybrid bonding and TC Next product portfolio could contribute total cumulative revenue of approximately € 500 - € 900 million by 2030.

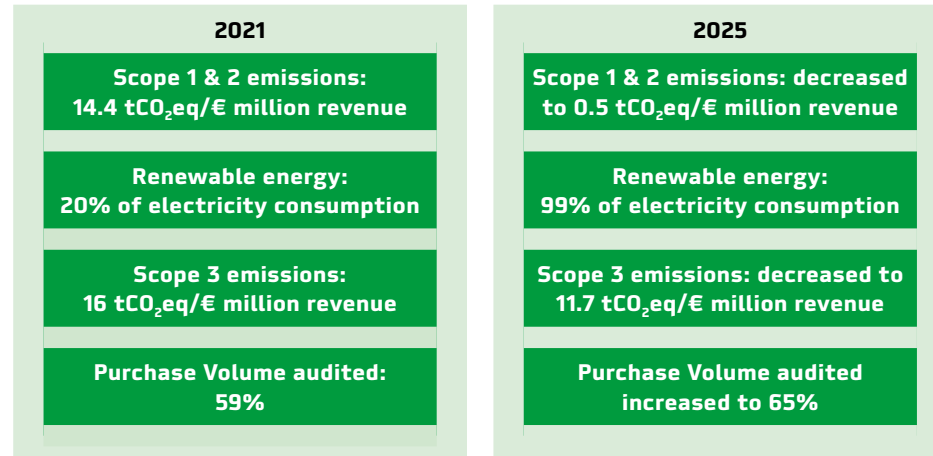
ESTIMATED 2030 HYBRID BONDING AND ADVANCED TCB MARKET SIZE



Source: Besi estimates. Mid case scenario hybrid bonding

Progress achieved in advancing Besi's sustainability strategy

Besi has increased its sustainability-related activities and reporting since 2019 including the development of various short-and long-term targets through 2050. We are pleased with our sustainability-related achievements as measured by improvements in each of our three principal process pillars including Scope 1 & 2 and 3 emissions, fuel consumption, renewable energy usage, sustainable product design and supply chain as well as personnel topics such as employee engagement and training. Decoupling Besi's growth from its greenhouse gas emissions has been one of our key objectives in recent years. In fact, since 2019, we have reduced our Scope 1 & 2 emission intensity ratio by 98%, fuel consumption intensity ratio by 59% and increased our electricity usage from renewable sources to 99% versus 18%. In addition, because of our successful performance versus historical targets in 2022 and 2024, we developed enhanced milestones for 2026 in alignment with 2030 targets. We are currently on track to meet or exceed substantially all sustainability targets established for 2026.

PROGRESS ON KEY SUSTAINABILITY METRICS

We realized good progress on our sustainability agenda in 2025. Besi achieved an absolute reduction in fuel consumption and a reduction of Scope 1 & 2 emission intensity ratios versus 2024 due to the successful execution of several initiatives including a full year of benefits from the implementation of a new heating system in Besi Austria and energy management software at Besi Netherlands and Meco. In addition, we continue to procure virtually all our energy needs from renewable sources at Besi's operations in Leshan (China), Malaysia and Vietnam. As a result, Scope 1 & 2 and 3 emission intensity ratios improved further this year. We also successfully applied the Corporate Sustainability Reporting Directive ("CSRD") and reported in accordance with the European Sustainability Reporting Standards ("ESRS") for the second consecutive year.

In addition, we completed initiatives to further support the mitigation of several sustainability-related impacts, risks and opportunities. For example, an alternative coating method was developed this year using vapor deposition versus electroplating. This alternative has several potential sustainability benefits for our customers including (i) a reduction in electricity consumption and carbon footprint, (ii) a reduction in water usage and waste and (iii) lower employee exposure to potentially harmful substances. In addition, Besi APac conducted an energy audit of its facilities which resulted in a roadmap for energy and cost reduction opportunities for the next 10 years. Besi Netherlands gained ISO 45001 certification in 2025. Seven of eight Besi operations are now fully compliant.

2025 Sustainability Highlights

- Significant progress achieved versus Besi's 2026 sustainability targets
- Successful preparation of ESRS-aligned report for second consecutive year
- Reduction in absolute Scope 1 & 2 and 3 GHG emission levels and fuel consumption
- Scope 1 & 2 and 3 emission intensity ratios declined by 16.7% and 4.1%, respectively, versus 2024
- Design-to-X initiative reduced energy consumption of three die attach platforms. Full benefits to be realized in 2026
- Sustainability ratings improved with Sustainalytics, S&P Global and CDP
- Besi Netherlands gained ISO 45001 certification. Seven of eight Besi operations now fully compliant
- Employee survey indicated high levels of participation and engagement. Nine out of ten categories equal to or above high-tech norm
- Improvement in all supply chain engagement indicators versus 2024

Our ratings with the major publicly recognized agencies have improved since 2019 further underscoring our progress towards best practice metrics. In 2025, Besi maintained a rating of AA in the updated 2025 MSCI ESG Ratings Assessment, up from A in 2022 and BBB in 2021. Further, in September 2025, Besi's ESG Risk Rating with Sustainalytics improved to 9.4 (negligible risk) versus 12.9 (low risk) in 2024 placing us third out of 366 companies in their Semiconductor Industry Group. In addition, Besi's S&P Global CSA score increased from 55 in 2024 to 57 in 2025 and our CDP Climate Score improved from C in 2024 to B in 2025.

Progress was also achieved to advance Besi's sustainable product design as a core component of our long-term sustainable value creation model. We developed an initiative named Design-to-X in 2023 to identify sustainability-related improvement opportunities in all product groups while reducing the cost of many mature die bonding and packaging platforms. As a result, we set distinct, annual energy reduction targets in 2024 for four die bonding system platforms. Since 2023, there has been a cumulative reduction in energy consumption for three die bonding platforms including 5.0% for flip chip, 7.1% for soft solder and 6.9% for multi module die attach system platforms. In addition, we have set cumulative energy consumption reduction targets of 7.4% for our multi module die attach and 7.1% for our epoxy die bonding system platforms through 2026.

Employee and supplier engagement was also enhanced this year in alignment with our sustainability-related goals and objectives. In the biennial Employee Engagement survey, Besi equaled or scored above the high-tech norm in nine out of ten categories. Besi employee engagement has also been encouraged by a 27% increase in training hours per employee since 2021 and 10% versus 2024. Increased supply chain participation in 2025 occurred as a result of initiatives developed with respect to our enhanced annual sustainability supplier survey first introduced in 2023. Further, we conducted site visits and stakeholder interviews and circulated questionnaires at our principal Asian production facilities to ensure that temporary and contracted third party workers adhered to the standards outlined in Besi's Supplier Code of Conduct. In addition, we achieved improvement in all supply chain engagement indicators versus 2024.

Business environment 2026

We enter the year 2026 with increased optimism based on strong order momentum experienced in the second half of 2025 from an expansion in demand for AI-related datacenter and photonics applications by Asian subcontractors, increased hybrid bonding orders in the fourth quarter and expanded customer adoption for both hybrid bonding and TC Next. TechInsights, a leading independent industry research firm, estimates renewed assembly market growth in 2026 and 2027 of 12% and 9%, respectively. Our objective is to significantly outperform such growth estimates.

Our increased optimism is also based on anticipated growth in three promising Besi revenue streams: wafer level assembly, AI related 2.5D capacity and more traditional mainstream assembly applications. Customer roadmaps point to expanded hybrid bonding and TC Next adoption over the next two years in the areas of HBM 4/4e, co-packaged optics, ASICs and new high-performance computing and mobile introductions. In addition, substantial AI infrastructure investments by the world's leading hyperscalers, software manufacturers and semiconductor producers are expected to further increase demand for advanced packaging capacity.

The rapid growth of AI infrastructure over the past three years has also created capacity shortages currently for 2.5D packaging which has caused producers to secure increased production from many Asian subcontractors. Our optimism also relates to the significant increase in demand from Chinese subcontractors as the country builds out its AI-related infrastructure. Further, many new advanced packaging fabs are planned for the United States, Europe, Southeast Asia and Japan which should increase demand in the years to come for Besi's advanced packaging product portfolio. In this regard, we plan to expand our sales, process support and field service capabilities in the United States over the next five years to address the increased onshoring of semiconductor production in the country.

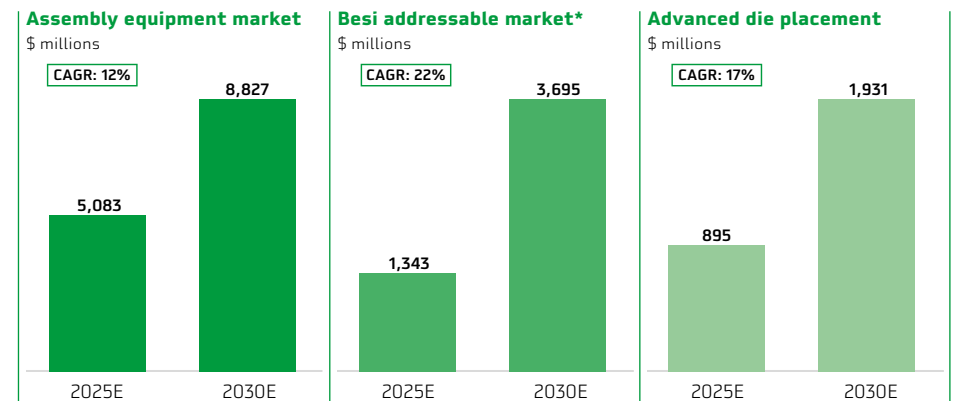
MANY NEW ADVANCED PACKAGING FABS PLANNED

Packaging Fab Projects	# Projects	Cost (\$B)
Taiwan	4	26.1
USA	6	24.5
Europe	4	9.3
Korea	2	9.1
Singapore	1	7.0
China	7	6.3
India	2	6.0
Malaysia	1	1.3
Vietnam	1	1.0

Source: TechInsights, Besi estimates, May 2025

We also see market conditions improving in overall assembly markets based on favorable semiconductor unit growth trends and a significant reduction of excess semiconductor inventory. Green shoots are appearing after an extended downturn of nearly four years in each of our principal end-user markets.

ASSEMBLY GROWTH EXPECTED TO FAVOR BESI'S ADVANCED PACKAGING PORTFOLIO



* Excludes TCB in 2025.

Source: TechInsights, December 2025

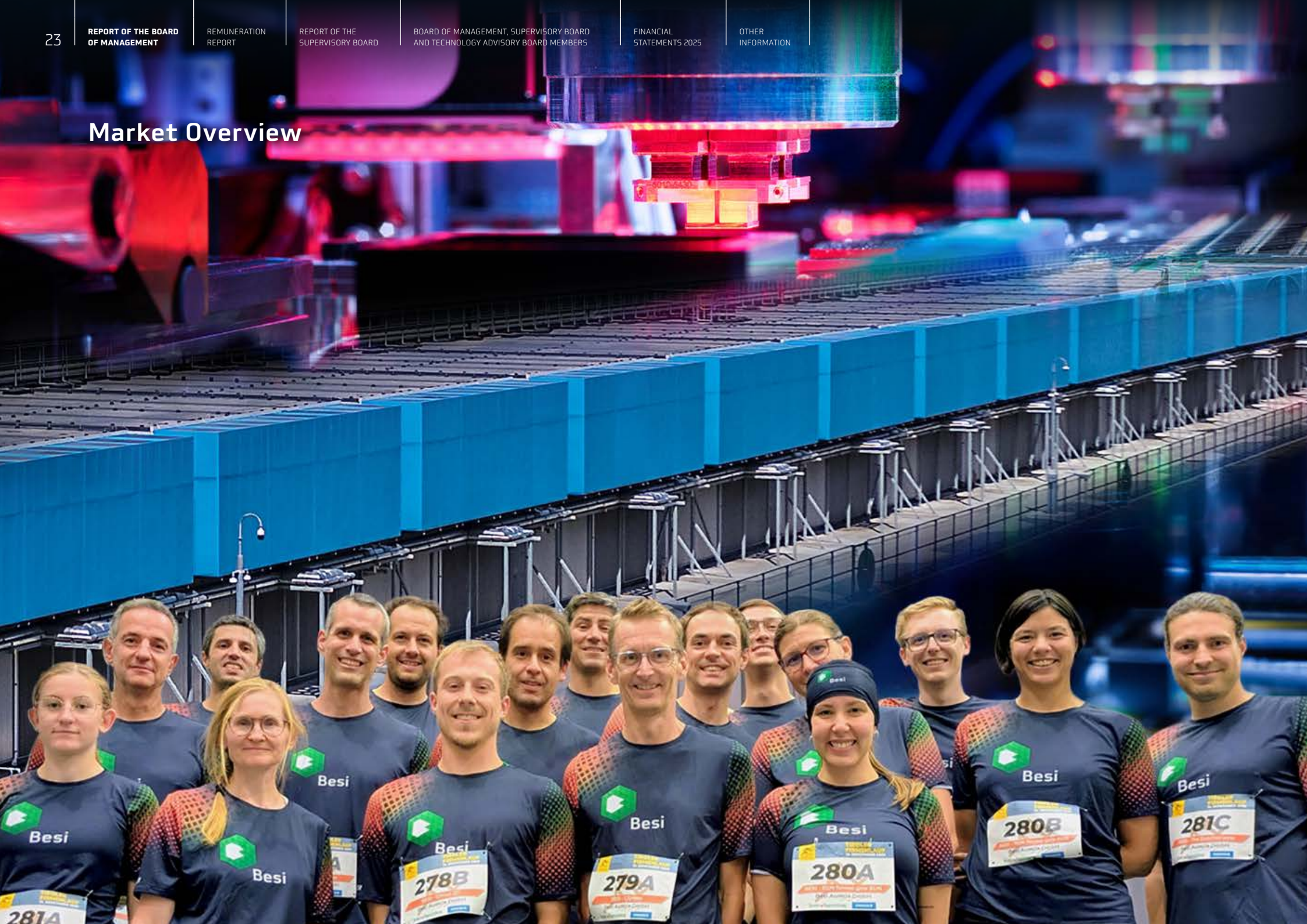
We believe that the long-term growth prospects for our addressable market are positive, driven by a variety of strong tailwinds for advanced packaging from AI-related and mainstream assembly markets. Our keen focus on advanced packaging, our technology, our people and our strategy over the past three decades have significantly improved Besi's market position and prospects. Our leading market position and engagement with the leaders of the semiconductor industry as an important, value-added partner with demonstrated production scalability favorably position us to capitalize on an exciting new era of industry applications and opportunities.

In closing, we want to thank our employees, customers, suppliers and other stakeholders for their contributions this year as we prepare to capitalize on the promising growth opportunities available in the artificial intelligence revolution.

Board of Management
Richard W. Blickman

February 18, 2026

Market Overview



Market Overview

Assembly equipment market

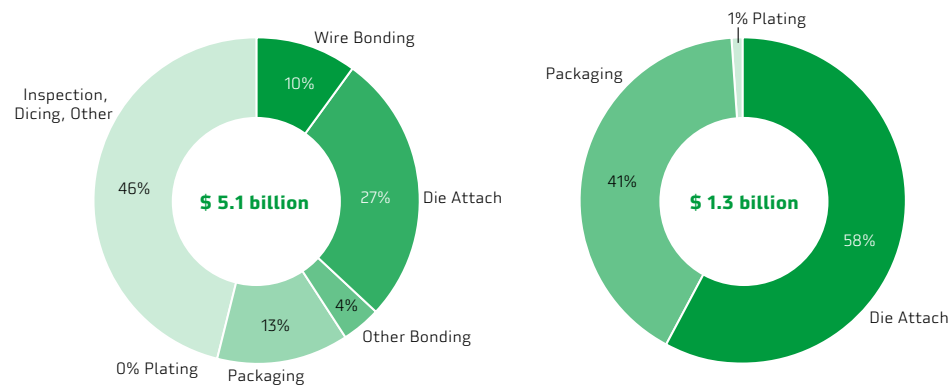
The semiconductor manufacturing process involves two distinct phases: wafer processing, commonly referred to as the “front-end” and assembly and test, commonly referred to as the “back-end”. Once the semiconductor chip (also referred to as a “die”) has been created in the front-end wafer fabrication process, Besi’s assembly equipment is used by customers to produce advanced semiconductor assemblies or “packages” incorporating a number of process steps such as (i) die sorting or “pick and place” of good versus bad dies, (ii) die bonding to leadframes, substrates, wafers, chips and chiplets to facilitate an electrical interconnection, (iii) die molding to encapsulate the assembled die with an epoxy compound and protect it from external contamination, (iv) chemical plating to provide different physical properties to the package at various stages of the assembly process and (v) trimming and forming of leadframe carriers housing chips and/or singulation (cutting) of substrate and wafer level devices prior to placement on a printed circuit board and ultimately, final testing. In addition, new 2.5D, 3D and chiplet-based semiconductor device architectures used in generative AI applications now require assembly processes such as hybrid bonding and/or advanced Thermo Compression Bonding (“TCB”) to be used in front-end semiconductor manufacturing.

Besi’s product strategy focuses primarily on providing advanced packaging solutions to customers which incorporate both substrate and wafer level packaging processes in their semiconductor assembly operations. This represents the most technologically challenging and rapidly growing area of the assembly equipment industry. Our product group offerings for the assembly equipment market include Die Attach, Packaging and Plating which represented approximately 80%, 17% and 3%, respectively, of our revenue in 2025.

TechInsights, a leading independent industry research firm, estimated that the size of the assembly equipment market was approximately \$ 5.1 billion in 2025, or approximately 4% of the total semiconductor manufacturing equipment market. As per their estimates, die attach systems represented 27% of the assembly equipment market in 2025. Based on such data, we estimate that Besi’s addressable market was approximately \$ 1.3 billion which represented approximately 26% of the total assembly equipment market. Besi has a leadership position in the die attach and advanced die placement markets which are expected to be the most rapidly growing segments of the assembly equipment market over the next five years.

ASSEMBLY EQUIPMENT MARKET (2025E)

BESI ADDRESSABLE MARKET* (2025E)



* Excludes TCB.

Source: TechInsights, December 2025

	CAGR (2025E-2030E)
Die Attach	14.9%
Packaging and Plating	11.4%
Other Assembly	9.6%
Total	11.7%



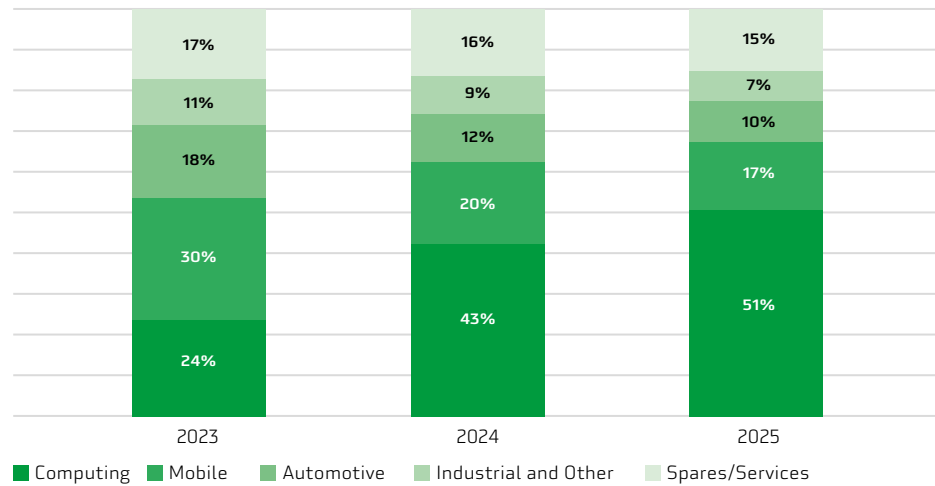
First Next Generation LM mold delivery from Besi Leshan.

Besi's key end-user markets

Besi has four principal end-user markets: computing, mobile, automotive and industrial. They represented an estimated 85% of Besi's total revenue in 2025. In addition, we provide spares and service activities to our installed base of customers (15% of revenue in 2025).

BESI END-USER MARKET TRENDS

% of total revenue



Source: Besi estimates

PRINCIPAL GROWTH DRIVERS IN BESI'S END-USER MARKETS



Generated by ImageFX

Generative AI	On Device AI	Autonomous Driving	Factory Automation
<ul style="list-style-type: none"> Datacenters Edge AI tablets/PC/laptops Gaming Robotics 	<ul style="list-style-type: none"> Advanced cameras and 3D imaging 5G advanced → 6G Under display biometric ID New AR/VR devices 	<ul style="list-style-type: none"> Advanced cameras/sensors Vehicle electrification SiC and GaN power devices Connectivity/infotainment 	<ul style="list-style-type: none"> Smart grid Industrial IoT Clean energy

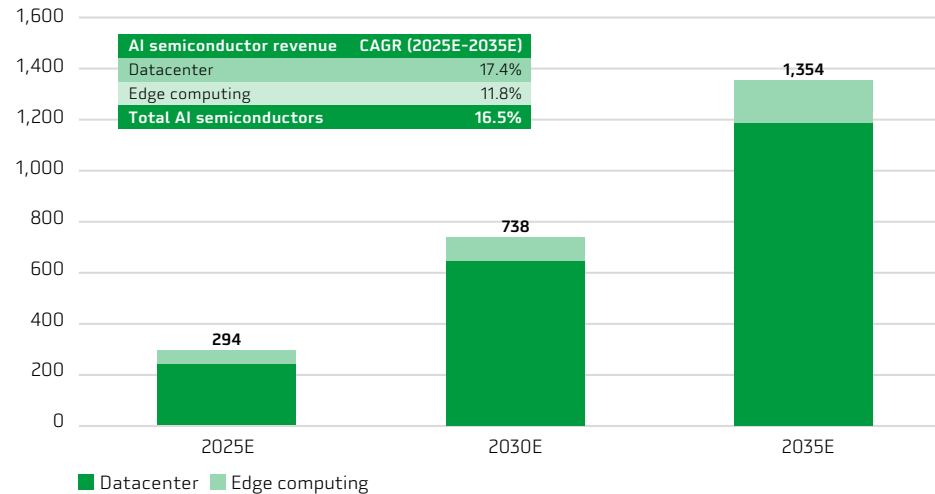
Computing applications represent our largest and most rapidly growing end-user market currently. Within this market, analysts estimate that servers, datacenter and storage applications will represent the fastest growing applications with a compound annual growth rate of 18% anticipated between 2025-2030.

Semiconductor Market Forecast	CAGR 2025E-2030E
Servers, datacenter and storage	18%
Automotive	9%
Industrial electronics	7%
Wired and wireless infrastructure	6%
Smartphones	5%
PCs	4%
Consumer electronics	3%
Total semiconductors	9%

Source: ASML/Nomura, July 2025

RAPID AI SEMICONDUCTOR REVENUE GROWTH FORECAST

\$ billions



TechInsights estimates that AI-related semiconductor revenue will exceed 50% of total semiconductor revenue by 2028 and 80% by 2035, of which datacenter-related semiconductor revenue will represent the substantial majority.

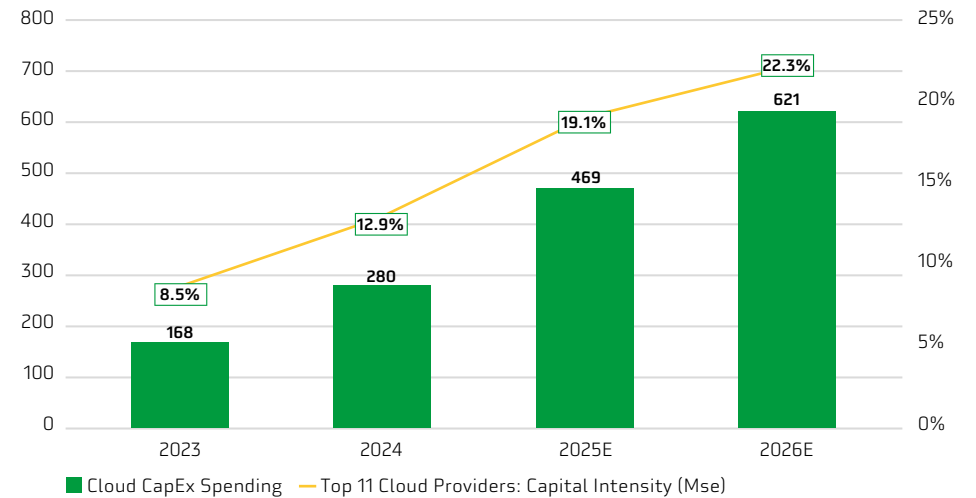
Computing

Besi sells to the computing end-user market die bonding, hybrid bonding, TCB and packaging systems for high-end logic and memory devices used in supercomputers, datacenter servers, PCs, tablets, flat panel displays and many consumer internet applications such as gaming, entertainment and financial services. Demand for computing power has been growing rapidly over the past decade with the explosion of data volumes and memory needed to power the IT needs of the largest sectors of the global economy. The outbreak of the global pandemic in 2020 further increased computing demand, growth rates and the pace of innovation as governments and corporations moved to build out the digital infrastructure necessary to support decentralized workplace environments and help lessen chip shortages affecting the global economy.

The introduction of generative AI computing starting in 2022 and the substantial capital investment by the world's leading hyperscalers in recent years has further accelerated demand growth, particularly for advanced GPUs, CPUs, TPUs and networking related devices critical to the build out of global datacenters training large language and inferencing models.

SIGNIFICANT EXPANSION OF AI CAPEX

\$ billions



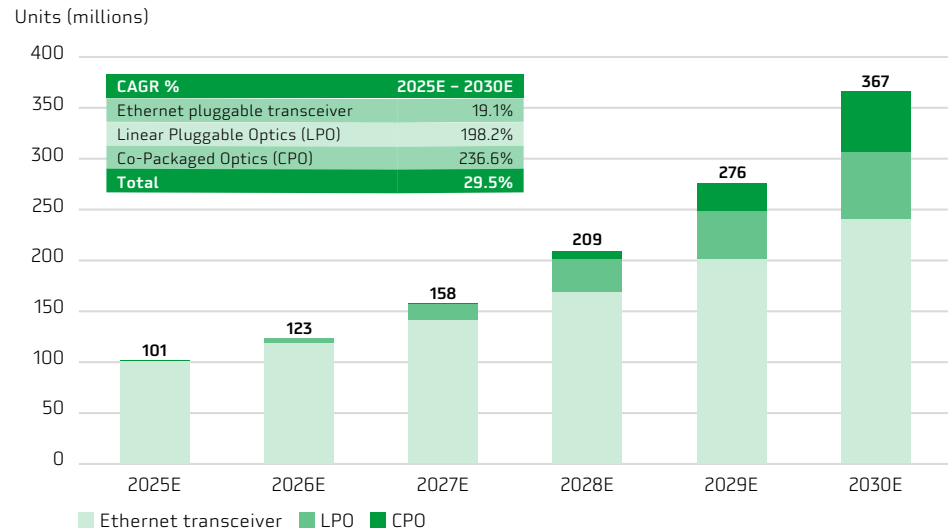
Source: Morgan Stanley, November 2025

One of the most powerful forces driving growth in Besi's computing end-user market today is the rapid adoption of AI and virtual and augmented reality in our daily business and personal interactions. End-user customers are highly focused on incorporating generative AI software capabilities in datacenters, personal computers, tablets, smartphones and industrial manufacturing, to name just a few applications. TechInsights expects that the datacenter AI chip market will reach \$ 643 billion by 2030, reflecting a compound annual growth rate of 22% between 2025 and 2030.

We also see the increased usage of photonics, particularly in pluggable optical transceivers or as co-packaged optics within high-performance datacenter servers, to further extend performance and reduce power consumption and heat dissipation for AI applications. Silicon photonics semiconductor shipments (including co-packaged optics) are expected to reach 367 million units by 2030 and to grow at a compound annual rate of 30% between 2025 and 2030.

Other computing growth opportunities include the expansion of cloud-based infrastructure and applications necessary to support the new digital society, the usage of software to mine, organize and analyze the massive quantities of data being generated and the proliferation of the Internet of Everything including the smart management of residential, industrial and municipal equipment and functions.

SILICON PHOTONICS ANOTHER DRIVER OF 2.5D/3D ADVANCED PACKAGING GROWTH

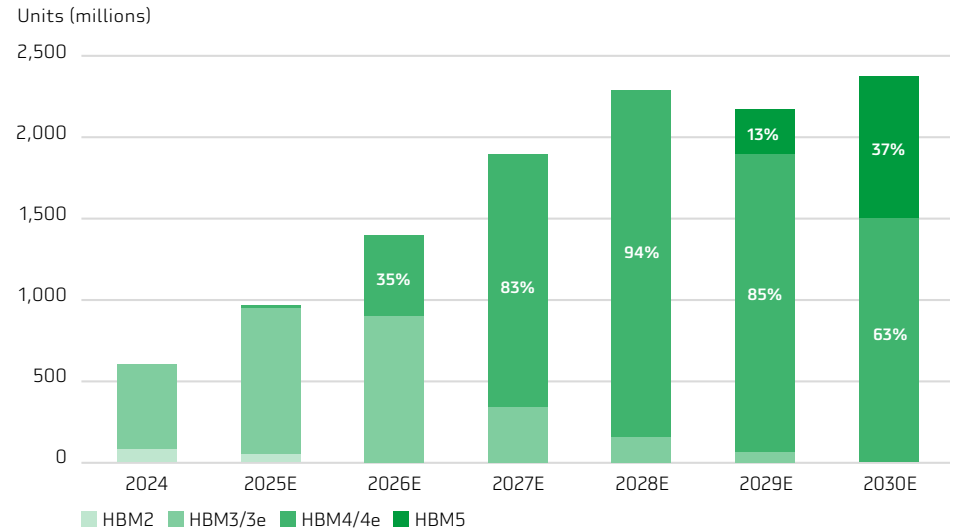


Source: LightCounting, October 2025

The powerful drivers for high-end computing growth over the next decade will require not only new means of extending Moore’s law on a cost-efficient basis through next generation logic and memory architectures incorporating 2.5D/3D and chiplet architectures but also new wafer level assembly solutions addressing changes in front-end manufacturing process technologies. At present, the most significant investment by semiconductor producers is for next generation logic devices in datacenter and supercomputer applications utilizing hybrid bonding, TCB, advanced flip chip and multi module die attach assembly

processes. The significant increase in power, performance, functionality and speed of logic devices has also required new memory solutions such as High Bandwidth Memory (“HBM”) in vertical 2.5D/3D stacks of chips and chiplets to match such performance improvements. In fact, HBM4+ units are expected to grow from 0% currently to 94% of the total HBM market by 2028. The current generation of HBM3e memory devices and HBM4, HBM4e and HBM5 architectures in development utilizing new process technologies such as hybrid bonding and TCB for memory die stacking are expected to drive substantial growth in advanced packaging requirements over the next decade.

HBM4 ADOPTION EXPECTED TO ACCELERATE IN 2026



Source: TechInsights, December 2025

Besi has developed the industry’s leading portfolio of advanced packaging solutions to support customer logic and memory roadmaps for the next decade no matter which assembly process is utilized.

Mobile

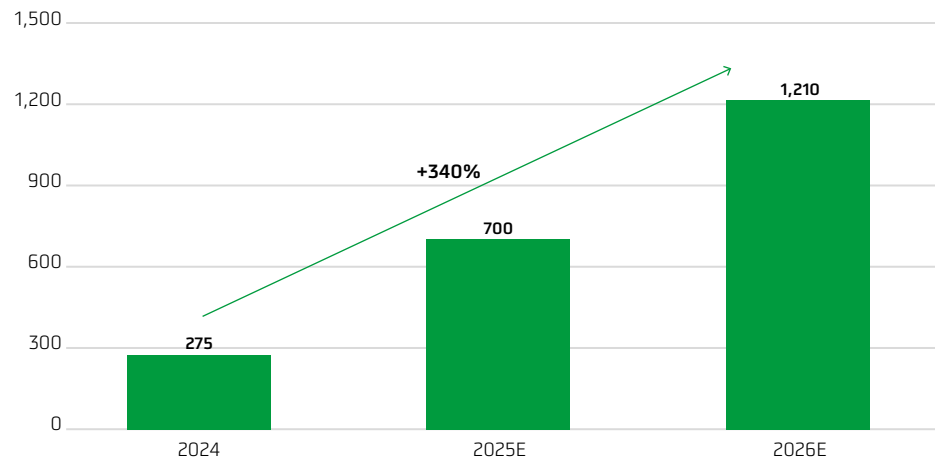
Mobile applications represented Besi’s second largest end-user market in 2025. For this market, we sell die bonding, packaging and plating systems to support high-end and mainstream smartphones, wearable internet devices such as wireless watches, headphones, virtual headsets, smart glasses and other related wireless devices and logistical systems. Besi’s end-user customers include the largest mobile handset manufacturers and their global supply chains worldwide. Revenue from this end-user

market can fluctuate significantly per annum depending on the pace of innovation and the timing of new product introductions. Through its assembly solutions, Besi helps manufacturers develop next generation mobile device features and functionality such as generative AI, 5G/6G antennas, front-back facing and periscope cameras, foldable smartphones, advanced camera modules and lenses and enhanced 3D sensing and facial recognition capabilities.

A significant customer focus currently is the development of die bonding and packaging solutions for (i) edge computing/AI-enabled smartphones, smart watches, virtual reality headsets and AI-enabled glasses requiring even more sophisticated camera modules, lenses and imaging technologies, (ii) enhanced 3D video, gaming and infotainment applications, (iii) the development of 6G network capacity and (iv) improved security for online payment and banking applications. As such, the market share represented by premium generative AI-enabled smartphones is expected to grow rapidly over the next decade. Such growth opportunities will require new device architectures incorporating higher data transfer speeds and computing capabilities, lower power consumption and heat dissipation and the use of chiplets to increase the power, performance, density and complexity of next generation devices in ever smaller form factors. Such next generation device architectures will require advanced assembly solutions utilizing Besi's most advanced multi module die bonding, flip chip, TCB, hybrid bonding, molding and singulation systems.

GEN AI SMARTPHONES FASTEST GROWING MOBILE SEGMENT

Gen AI cumulative shipments (millions)

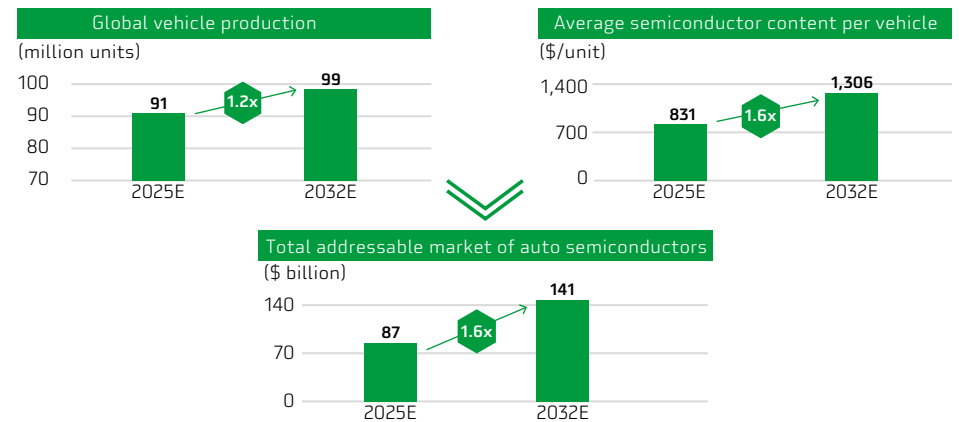


Source: Counterpoint, October 2025

Automotive

Besi's automotive end-user market consists principally of the sale of die bonding, packaging and plating systems for intelligent automotive components, sensors and subsystems to leading European, North American and Japanese automotive suppliers. Besi's system solutions address critical automotive requirements such as power, safety, reliability, intelligence and autonomous driving capabilities.

FAVORABLE LONG-TERM AUTOMOTIVE MARKET OUTLOOK



Source: TechInsights, September 2025

Projected growth in this end-user market reflects (i) the ever-increasing electronic content and AI necessary to deliver increased computing power and functionality for autonomous driving and infotainment capabilities and (ii) the usage of more dense, integrated and complex power and SiC devices as the industry moves to electric and computer driven vehicles in response to environmental and climate change concerns. Growth in such applications will also increase the semiconductor content and cost of semiconductor content per car in the future.

Industrial and other

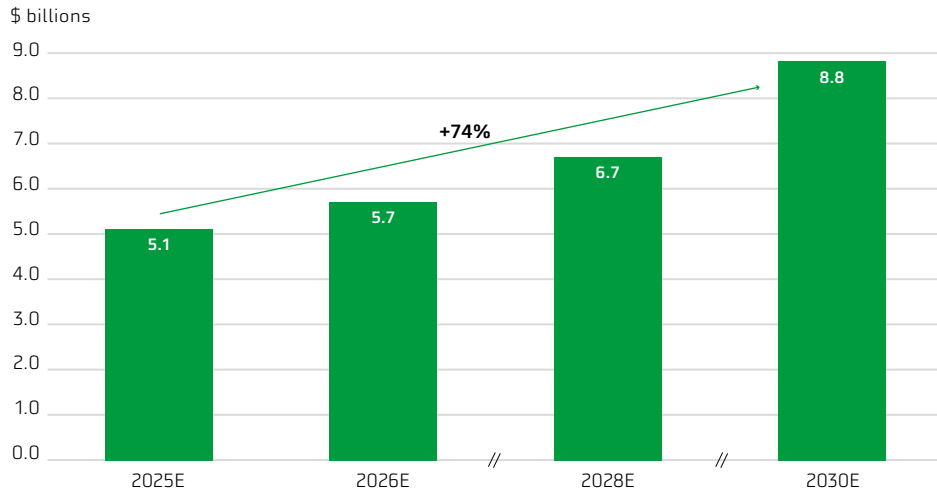
In industrial and other end-user markets, Besi sells its full range of systems for a variety of applications including advanced power, industrial, Internet of Things ("IoT"), robotics, medical, high-end lighting and LED devices, solar cell technology, lithium-ion batteries and renewable energy. In addition, the move to an AI powered Industry 4.0 is creating additional demand for semiconductors used for sensing, actuation and control in a wide range of industrial applications. For example, industrial IoT systems are being developed to integrate wireless communication modules with sensors to provide remote and

centralized control of industrial equipment. Besi's equipment is also used in the production of industrial power conversion systems that employ advanced power switching devices to increase their efficiency and reduce their electrical power consumption. Such new applications require the increased use of Silicon IGBTs, SiC and Gallium Nitride ("GaN") devices which can significantly increase efficiency and performance but will require a new range of assembly equipment solutions.

Spares and service

Revenue from Besi's spares and service activities represented 15% and 16% of total revenue in 2025 and 2024, respectively. In general, revenue from these activities has grown significantly over the past decade reflecting the increase in our installed base of systems and increased customer requirements for onsite production assistance associated with our most advanced packaging systems. Revenue from spares and service activities is typically less cyclical than from our equipment sales.

ASSEMBLY EQUIPMENT MARKET FORECAST



Source: TechInsights, December 2025. Assembly equipment revenue excludes service revenue

Assembly equipment market trends

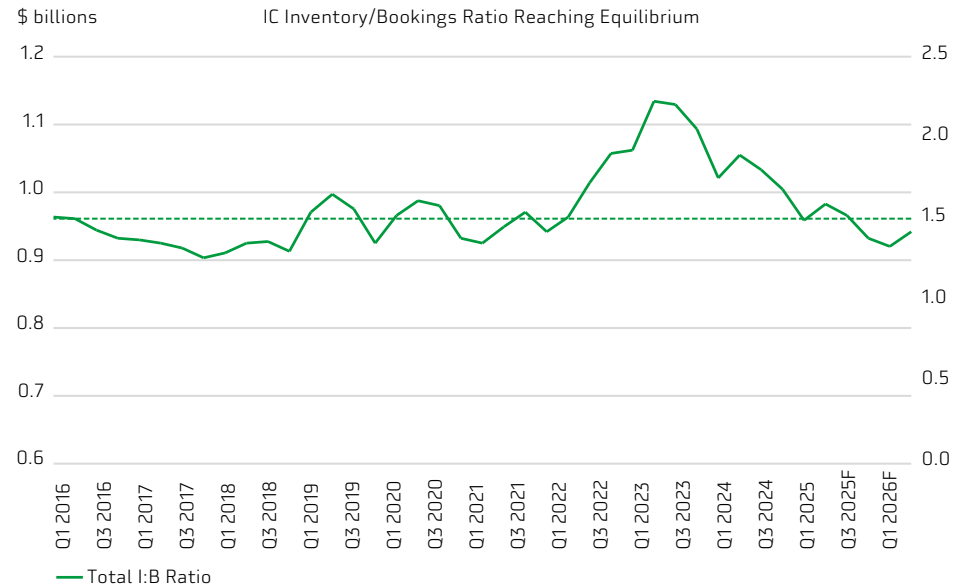
TechInsights currently estimates that the semiconductor assembly equipment market in 2025 was approximately flat versus 2024 and decreased by 23% from the last cyclical peak in 2021. The current downcycle has been driven primarily by lower demand in mainstream consumer applications such as mobile handsets, PCs, laptops, wearables and gaming consoles post large capacity builds in 2020 and 2021. It also reflected an inventory correction by semiconductor producers from elevated levels during the COVID-19 pandemic.

Market growth was further adversely affected by a significant decline in automotive and industrial demand post a substantial capacity build during 2021-2022 and from an extended downturn experienced by Chinese subcontractors due to assembly overcapacity and decelerating economic growth in China. Decreased demand in Besi's principal end-user markets in 2025 was partially offset by substantial growth for generative AI applications which favorably benefited demand for our flip chip, multi module and hybrid bonding systems used primarily in high-end computing and datacenter applications.

Looking forward, TechInsights estimates that the assembly equipment market will increase by 12% in 2026 following an extended industry downturn that has lasted over three years. We noticed signs of improved industry conditions beginning in the second half of 2025 as semiconductor inventory levels reduced as a percentage of bookings and year-over-year unit growth rates returned to long-term trendlines.

TechInsights believes that a new industry upturn has begun which will result in semiconductor assembly equipment revenue growth of 68% between 2025 and 2030 as semiconductor unit production increases, excess inventory is consumed, capacity utilization rates rise and demand for new AI-related advanced packaging solutions continues to increase.

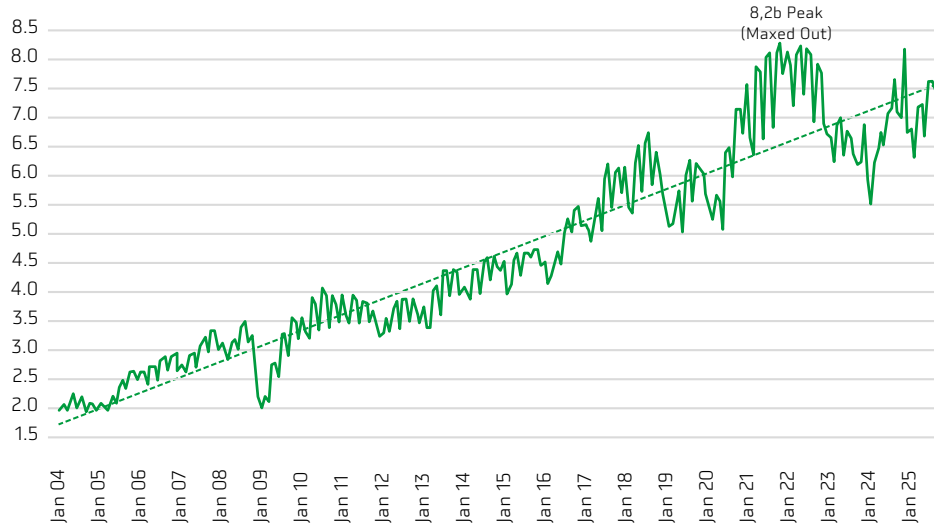
SEMICONDUCTOR MARKET CONDITIONS IMPROVING



Source: TechInsights, December 2025

SEMICONDUCTOR UNIT GROWTH BACK TO LONG TERM TRENDLINE

IC Unit Run Rate (billions/week)

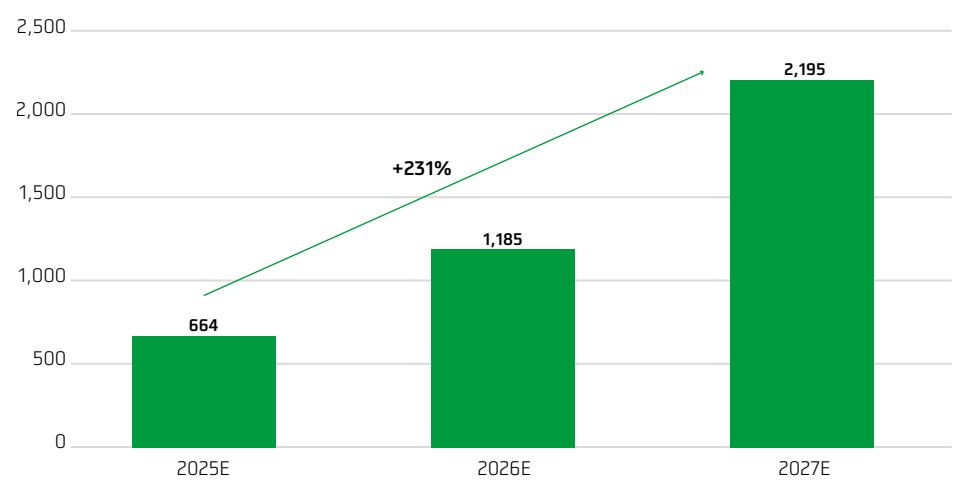


Source: WSTS, Future Horizons, January 2026

There are a number of variables currently which could alter the trajectory of any upturn including the path of GDP growth, inflation, global trade restrictions and the pace of AI adoption by consumers. Besi believes that demand growth for its advanced packaging solutions should significantly outpace underlying growth rates of the assembly equipment market over the next five years.

INCREASED DEMAND FOR 2.5D CoWoS CAPACITY

of wafers in thousands



Source: Goldman Sachs, January 2026. TSMC's projected annual CoWoS shipments

We believe that the long-term prospects of the assembly equipment market are very favorable, driven by a variety of secular trends including:

- The slowing of Moore's law which will require producers to increase the productivity and performance per unit of silicon utilizing new wafer level assembly solutions.
- Increased spending for wafer level assembly technologies such as hybrid bonding, chip to wafer TCB and flip chip bonding as semiconductor producers seek to extend Moore's law through new chiplet-based, 2.5D and 3D logic and memory architectures primarily for new AI applications.
- Continued investment in cloud and digital infrastructure and high-performance computing to support the digital society, broad-based generative AI adoption and the Internet of Everything.
- Expansion of AI enabled smartphones, infotainment, gaming and online financial services which will drive new product introductions and software applications related thereto.
- The mass adoption of electric and autonomous driving vehicles requiring advanced sensors and power devices in more complex assemblies.
- Additional capacity investment for new HBM solutions to support the projected growth in GPU and TPU processing power.
- Construction of new wafer fabrication facilities due to increased demand from leading governments globally to secure adequate access to semiconductor IP development and production.

The development of these secular trends should particularly benefit Besi's advanced packaging product portfolio and increase our addressable market and market share over the next decade.

Strategically well positioned for next generation of electronics applications

We are in the early stages of a transition to an AI-enabled, digital society accompanied by a new generation of sustainable and more environmentally friendly electronics applications. In such a society, intelligence and electronic content will increase in all facets of our life including medical care, homes, education, factories, municipalities and transportation. We see evidence daily of new productivity enhancing technologies such as cloud computing, 5G networks, ChatGPT, Gemini, Microsoft 365 Co-Pilot and other artificial intelligence software, data mining and predictive analysis, autonomous driving, robotics and blockchain software. In response, new leading edge semiconductor devices are being developed which will play a critical role in furthering the use of many such applications. In fact, the adoption of generative AI is estimated by analysts to have a faster adoption rate in our society than any other 21st century technology, including smartphones. In 2025, we estimate that approximately 50% of our orders were for AI applications.

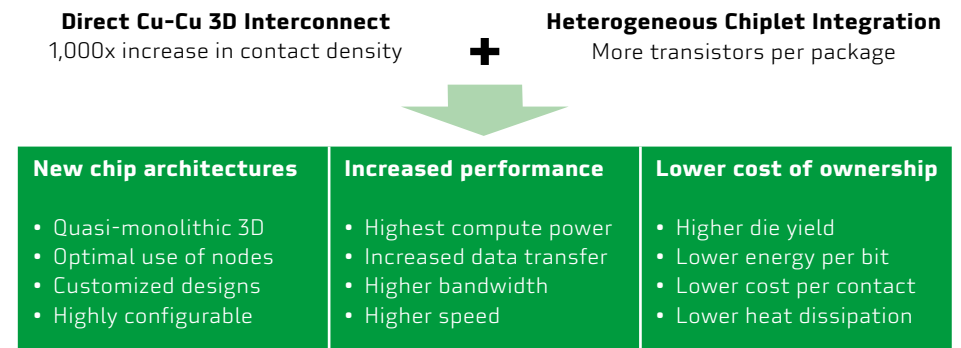
Consistent with these trends, a new technology cycle is underway wherein customers increasingly demand more complex advanced packaging solutions containing ever more functionality in ever smaller form factors with sub-micron die placement accuracy. Advanced packaging is now recognized by customers as a critical part of the semiconductor value chain and a gating item to produce next generation AI-related logic and memory devices. As such, Besi is actively involved with the leading semiconductor producers and supply chains at an early stage in the design process to help them achieve their future device roadmaps. We are well positioned with advanced packaging revenue representing approximately 70% of our total revenue in 2025 and revenue from the most leading edge applications (<7 micron die placement accuracy) representing approximately 60% of total revenue. In addition, we have developed the industry's leading advanced packaging system portfolio to deliver next generation assembly solutions to our customers as generative AI adoption expands broadly.

Besi has positioned itself at the technological frontier where accuracy, cleanliness and yield performance are critical differentiators. Our leading position in advanced packaging and engagement with the leaders of the semiconductor industry as an important, value-added partner with demonstrated production scalability favorably positions us to capitalize on an exciting new era of industry applications and growth. We also believe that our product portfolio is well positioned to capitalize on opportunities in the fastest growing segments of the assembly equipment industry, particularly in leading edge, advanced die placement. Our technology efforts have also focused on 3D interconnect solutions for front-end manufacturing process technologies such as chip to wafer and chip on chip die bonding as an important means of further extending Moore's law.

Hybrid bonding adoption has potential to significantly increase size of assembly equipment market, Besi's addressable market and our market share

A key strategic focus currently is the expansion of Besi's penetration of both logic and memory markets accompanying the infrastructure growth necessary to power the AI revolution in our digital society of which advanced packaging plays a critical role. We signed a joint development agreement with Applied Materials in October 2020 to develop the industry's first integrated equipment solution for die-based hybrid bonding. Applied Materials leads the wafer fab equipment industry in the materials and systems used to create on-chip interconnects with products spanning etch, CVD, PVD, copper electroplating, CMP and process control. Hybrid bonding represents the next evolution of die bonding technology as the semiconductor market moves from substrate to wafer level assembly. It enables a direct, copper-to-copper connection between chips, chiplets and wafers with much higher interconnect density than previously possible. The first six integrated hybrid bonding production lines incorporating 30 hybrid bonders were installed at a leading logic customer in 2025 in collaboration with Applied Materials.

HYBRID BONDING ENABLES FASTER, MORE COMPLEX DEVICES WITH SUB-MICRON PLACEMENT ACCURACY



Hybrid bonding offers many advantages to customers in terms of form factor, power, energy efficiency, contact density, data transmission speed and cost of ownership. It can greatly expand data transmission speeds with substantially higher contact density than prior assembly process technologies while reducing heat dissipation and consuming less energy per bit. As such, it also represents an important advancement in sustainability for semiconductor manufacturing technology. In addition, the use of chip scale, wafer level packaging integrating a variety of heterogeneous chip functions and architectures enables customers to create ever smaller, more dense, complex and powerful devices in new 3D architectures with significantly increased features and functionality versus current

substrate-based process technologies. Given demanding specifications, it is more like a front-end process technology in that it requires a front-end cleanroom production environment to eliminate particulate contamination. Equally important, it enables the integration of heterogeneous functions such as logic, memory and specific feature components in chiplet-based architectures. Using hybrid bonded chiplets, customers can create the smallest, most complex and powerful devices in the semiconductor market at a placement accuracy ten times more accurate than the most advanced assembly technology currently. As such, customers benefit from increased circuitry speed, density and performance while significantly reducing their overall cost of ownership.


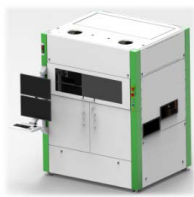

Hybrid bonding process technology has the potential to become the leading assembly solution for device geometries <3 nanometers over the next decade. Each of the largest global semiconductor producers is currently evaluating its adoption in their future device roadmaps for both logic and HBM applications. Currently, hybrid bonding has been successfully utilized for the commercial production of high-end logic devices for datacenters, gaming and other high-performance computing applications with total cumulative orders received of 150+ systems since 2021. Potential applications are numerous including supercomputers, high-end servers, AI software, high-end smartphones, PCs, laptops, wearables, gaming, entertainment, autonomous driving and medical. Such applications also have the potential to significantly increase the capital intensity and size of the assembly equipment market over the next decade. Adoption has expanded annually with a total of 18 customers at year end 2025. Significant incremental adoption is anticipated to occur over the next three years as the technology is increasingly used in HBM 4/5 memory stacks, ASIC logic devices, co-packaged optics and consumer mobile/computing applications by IDMs, foundries and subcontractors.

Micro-bump C2W TCB	Performance Factor	Hybrid Bonding
1x	Interconnect density	15x
1x	Speed	11.9x
1x	Bandwidth density	191x
1x	Energy Efficient Performance, EEP	>100x
10x	Cost per interconnect	1x

Hybrid bonding offers the following benefits versus the most advanced TCB solution in the marketplace currently:

- Provides superior interconnect density and cost of ownership.
- Delivers 10x lower cost per interconnect.
- Increases energy-efficient device performance by >100x, lowering datacenter operating costs.
- Reduces HBM stack temperature by 20%, lowering system cooling costs.
- Provides flexibility to combine most cost-efficient silicon nodes.

BESI HYBRID BONDER – HIGHEST ACCURACY AND LOWEST COST OF OWNERSHIP

1 Today's Industry Standard	2 Launch in 2026	3 Roadmap to 25 nm and beyond
8800 CHAMEO <small>ultra plus AC</small> 	3300 HYBRID <small>N50</small> 	HYBRID Next Generation 
Alignment accuracy: 100 nm Pad pitch: <6µm Die placement UPH: 2,000 Installed base: >150	Alignment accuracy: 50 nm Pad pitch: <3µm Die stacking UPH: >3,000	Alignment accuracy: 25 nm Pad pitch: <1µm Die stacking UPH: >5,000

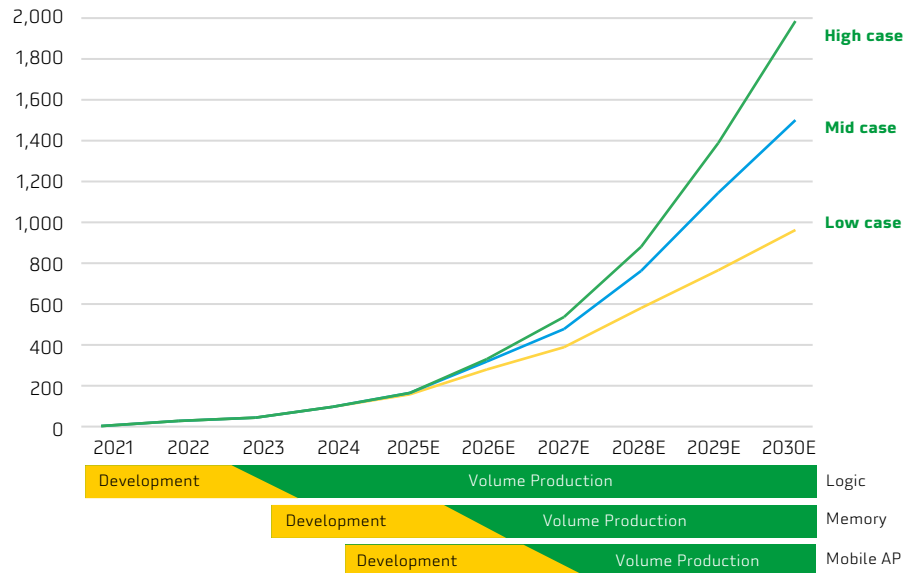
Logic roadmap – driven by accuracy

Memory roadmap – driven by throughput

The market potential for hybrid bonding process technology is significant as indicated in the graph below:

HYBRID BONDING MARKET POTENTIAL

Total # installed hybrid bonding systems



Source: Besi estimates, June 2025

We believe that the hybrid bonding market is tracking at the mid-point of our estimated market trajectory currently. Its increased acceptance should help drive growth both for the assembly equipment market and our addressable market at rates higher than those experienced historically. In addition, hybrid bonding adoption will also expand demand for Besi's other advanced packaging assembly technologies such as TC Next, embedded bridge die attach, advanced flip chip and multi module die attach systems in new device architectures, all of which can further increase the potential growth of our addressable market. Given our initial leadership position in this segment, we hope to expand both Besi's revenue potential and market share over the next decade.

Besi's thermo compression bonding solutions have significant market potential

Besi has devoted significant R&D resources since 2020 to develop the industry's leading thermo compression bonding solution for next generation AI devices spanning logic, memory and chiplet applications. The shift toward heterogeneous device integration and

increasing demand for HBM stacking are accelerating the need for advanced TCB solutions which bridge the gap between traditional TCB and hybrid bonding. Target markets for Besi's TCB technology currently include HBM4/5 stacking, photonics and next generation CoWoS assembly structures.

Besi's TC Next is one of the leading systems in this emerging market with great flexibility and versatility to handle both flux and fluxless bonding processes as well as real-time process control for each individual bond. It has demonstrated industry leading metrics including the highest placement accuracy (0.7 microns) and bump pad pitch density (7 microns) which can help customers achieve the lowest cost of ownership. We have received TC Next orders from five customers and research institutes as of year end 2025 addressing multiple end markets. We believe that the market potential for this new product is significant. We estimate the total market potential currently at 350-600 systems cumulatively through 2030 with a focus on high value added chiplet, memory and photonics applications.

Chiplet adoption will also drive expansion of Besi's addressable market and market share

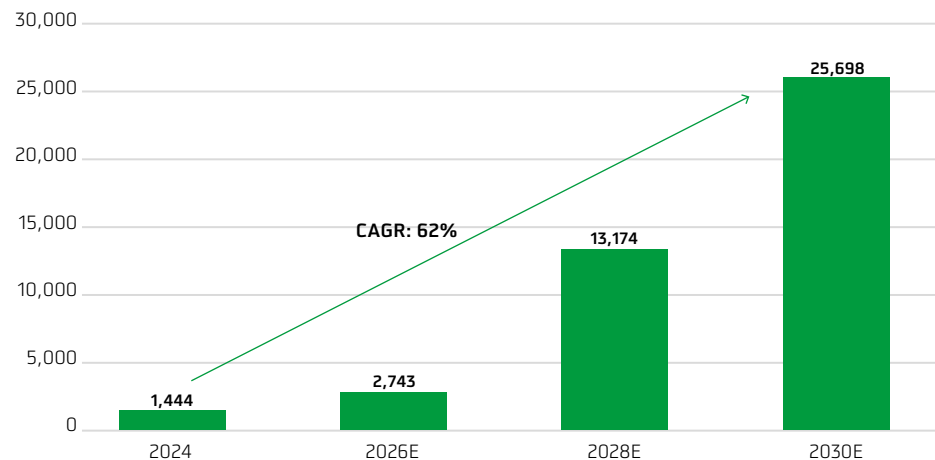
The use of disaggregated chips, or chiplets, in next generation architectures also helps producers lower their cost of ownership significantly as they scale down the Moore's Law curve to <3 nm geometries in the face of rapidly escalating wafer fabrication costs. Simply put, chiplets enable next generation devices to be more modular, customizable, powerful and cheaper to produce, enabling more innovation and better performance. Key chiplet benefits currently include:

- Customization and flexibility: Instead of making one big chip for every device, chiplets are like small building blocks which can be mixed and matched permitting producers to tailor chips quickly and easily for specific needs such as gaming, AI or mobile applications, all of which help reduce time and cost.
- Improved performance and efficiency: Chiplets let designers combine specialized modules optimized for different tasks, making the overall chip more powerful and energy more powerful and energy efficient versus a single chip design.
- Higher manufacturing yield: Smaller chiplets have fewer defects as opposed to one large chip. Further, if one chiplet is defective, it can be replaced without scrapping the customer's investment in the entire chip.
- Reduced cost: Chiplets let designers limit their use of the most expensive process nodes to perform specific critical functions while using less expensive and mature process nodes for other parts of the device. Along with higher overall yield resulting from smaller chiplet size, this chiplet design approach can reduce a customer's total device cost.
- Faster time to market: New chips can be developed and produced more rapidly as chiplets re-use pre-designed, tested components.

It is anticipated that chiplet usage will grow rapidly over the next decade as seen in the following chart:

CHIPLET USAGE EXPECTED TO GROW RAPIDLY

Total chiplet units in millions



Source: TechInsights, December 2025

The use of chiplet technology in wafer level assembly can also drive increased capital intensity for hybrid bonding and advanced TCB systems given the increased number of process steps required to achieve the heterogeneous integration of disparate semiconductor functions.

Increased focus on sustainability and climate change in the production of next generation devices

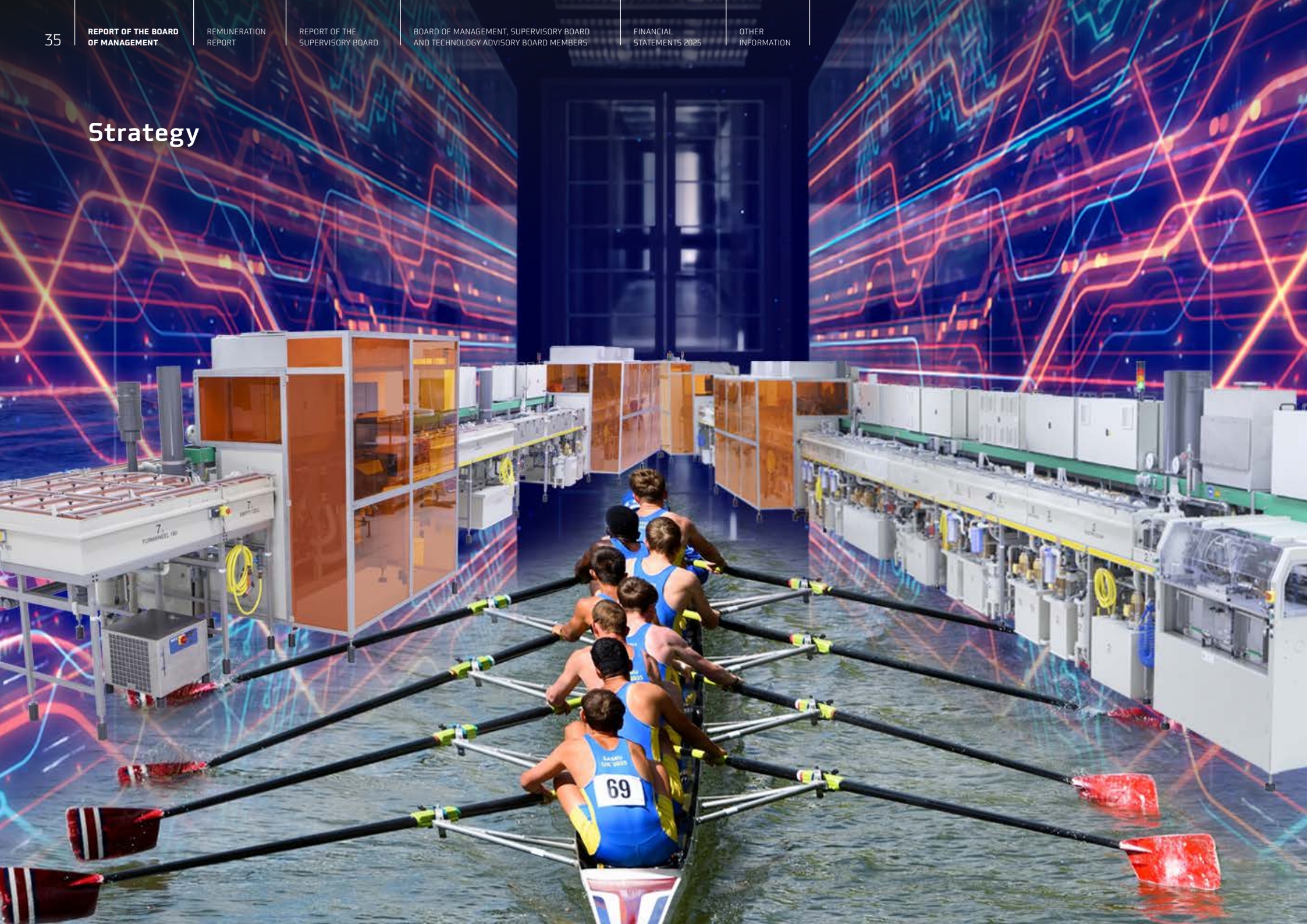
Society and customers in each of our end-user markets are increasingly interested in sustainability as they seek to operate in a safer, more environmentally efficient manner. In fact, the semiconductor industry will contribute significantly to the long-term energy transition away from fossil fuels by the development of AI chips to reduce energy consumption, optimize energy efficiency and facilitate the usage of renewable energy technologies.

Many of Besi's assembly systems are used to assemble more efficient semiconductor devices and reduce material and energy consumption. During the COVID-19 pandemic, our systems helped facilitate a more decentralized working environment which contributed to reductions in corporate and personal travel and congestion in urban environments. In addition, our ability to rapidly scale production during the pandemic played an important role in helping satisfy increased customer demand and reduce supply chain shortages globally, particularly for consumer devices such as smartphones, automobiles and various computing equipment and software related thereto.

Besi's advanced packaging technologies have assisted in the development of the digital society with our systems performing an important role in the development of AI, 5G networks, high-performance datacenters and blockchain software. They also have aided in the development of smart cities, smart manufacturing, smart mobility and self-driving electric cars with AI. Hybrid bonding and advanced TCB process technologies will further contribute to the development of a digital society with their promise of significantly increased data transmission speeds and increased power and functionality in ever-smaller form factors. The use of hybrid bonding systems can also contribute positively to sustainability as it promises significantly lower resource and energy consumption in the assembly manufacturing process. Our systems also contribute to a more efficient and cleaner world by means of longer battery life for electronic devices, more efficient solar cells and lower power consumption and heat dissipation in smartphones, logic devices and HBM. Additionally, increased automotive electronic content and intelligence can help foster the development of next generation electric and autonomous vehicles without fossil fuel generated internal combustion engines.

Resource consumption is another important trend which affects our business and end-user markets. Customer preferences are now fully focused on the reduction of the energy, heat and carbon footprint of assembly systems over their product lifetimes. In response, Besi designs high quality, flexible systems which have long useful lives and can be repurposed by customers or by us for other production requirements to extend their useful lives. In addition, Besi is actively developing more energy efficient equipment with reduced material and energy consumption as well as lower failure rates, all of which can help improve resource efficiency. For more information, please refer to our [Sustainability Statement](#).

Strategy



Strategy

Mission

Besi's mission is to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications and to exceed industry average benchmarks of financial performance. We also strive to create long-term sustainable value for stakeholders and operate our business in a responsible way respecting both the environment and society.

Summary strategy and long-term sustainable value creation model

Long-term success in the assembly equipment industry requires technological leadership, customer alignment, system reliability and high levels of accuracy in 24/7, high volume production environments. Other key factors include production flexibility and scalability in response to volatile shifts in demand for an industry whose cycle times have become ever shorter. We also recognize the importance of sustainability considerations in the development of our strategy such as our carbon footprint, the sustainable performance of

our systems supply chain engagement and the development of a business culture which is inclusive, respects the rights of our employees and promotes the skills and talents of our personnel. Besi's business strategy has been developed with these considerations in mind. Please see the [Sustainability Statement](#) in this Annual Report for more detailed information as to Besi's sustainability strategies.

One of our top priorities is the maintenance of technological leadership in the advanced packaging segment of the industry. This is the most rapidly growing part of our business with the greatest potential for future growth. We aim to leverage Besi's technological leadership position to generate ever higher levels of through-cycle revenue, profitability and cash flow via a highly scalable and flexible production model. Weekly analyses of order development and the supply chain combined with disciplined cost control efforts have enabled us to respond rapidly to changing market conditions, retain superior margins and generate high levels of cash flow to support a shareholder friendly capital allocation policy.

BESI'S LONG-TERM SUSTAINABLE VALUE CREATION MODEL

CAPITALS	INPUT	OUTPUT	IMPACT	STAKEHOLDERS
Intellectual	<ul style="list-style-type: none"> Significant investment in research and development Know-how of our people Our intellectual property 	<ul style="list-style-type: none"> Leading edge assembly solutions Sustainably designed systems Partnership with industry leaders 	<p>Environmental footprint</p> <ul style="list-style-type: none"> Promote cleaner environment. Mitigate climate change Longer battery life in electronics Lower power consumption and heat dissipation in smartphones Lead free content in PCBs Reduced waste, water, energy, packaging and hazardous materials More efficient solar cells Electric vehicle usage Reduced greenhouse gas emissions <p>Digital society</p> <ul style="list-style-type: none"> Promote new applications in digital society Smart infrastructure, manufacturing and homes Better communication, mobility, medical care and security <p>Employees and workers in the value chain</p> <ul style="list-style-type: none"> Provide safe and healthy working environment Invest in wellbeing of employees Promote training, local sponsorship, investments, inclusion and diversity and human rights <p>Shareholders</p> <ul style="list-style-type: none"> Offer attractive total long-term returns 	Customers
Human	<ul style="list-style-type: none"> 1,928 worldwide fixed employees Flexible workforce Responsible ethics, labor and tax practices 	<ul style="list-style-type: none"> Committed and engaged employees Long-term customer relationships Increased customer satisfaction Expand addressable market 		Employees
Natural	<ul style="list-style-type: none"> Minerals, metals and other raw materials Natural and renewable energy sources 	<ul style="list-style-type: none"> Recyclable materials Lower carbon footprint Higher % of renewable energy Conservation of natural resources 		Society and Nature
Industrial	<ul style="list-style-type: none"> Our global production and supply chain Components, modules and semi-finished products we purchase 	<ul style="list-style-type: none"> Value-added assembly Scalable, sustainable and responsible supply chain Flexible production model 		Suppliers
Financial	<ul style="list-style-type: none"> Strategic planning Capital allocation Capital markets funding Acquisitions 	<ul style="list-style-type: none"> Attractive financial metrics € 1.5 billion returned to shareholders (5 years) Average ROAE of 39.5% (5 years) Total shareholder return 216% (5 years) 		Shareholders

Strategic objectives

Besi's Board of Management reviews its strategy on a regular basis and sets new initiatives each year to help achieve our business objectives. We have engaged in five strategic planning reviews with an independent consulting firm over the past ten years to help assess our strategic plan and long-term sustainable value creation model and formulate specific market, product, revenue, sustainability and cost initiatives. The most recent plan assessment encompassed the period 2025-2029 and involved the participation of, and feedback from, various stakeholders such as extended management, employees, customers, the Supervisory Board and shareholders to help define key issues and initiatives. The strategic plan identified multiple secular growth drivers, established revenue and cost objective goals and defined capacity and personnel necessary to realize our growth objectives. Besi's development and successful execution of strategic initiatives have favorably influenced our organizational development, competitive position and financial performance in recent years.

Our key objectives to realize long-term sustainable value creation can be summarized as follows:



Through the realization of these strategic objectives, Besi seeks to:

- Increase revenue at rates exceeding the growth rate of the assembly equipment market.
- Reduce revenue volatility.
- Become a more efficient and profitable company with increased market share in those segments of the assembly equipment market with the greatest long-term growth potential.
- Enhance production scalability and flexibility to better serve customers and improve our performance during semiconductor cycles.
- Achieve our strategic objectives responsibly for the benefit of all stakeholders, partners, the environment and the local communities in which we operate.
- Be a good employer, focused on employee wellbeing and fostering a workplace culture that encourages employees to grow and excel in their careers.

In addition, Besi wants to be a meaningful partner in the AI revolution and to further advance information and communication technologies which can benefit sustainability themes in the future.

The key financial and non-financial metrics of our business model are set forth in the chart below:

KEY BUSINESS MODEL OBJECTIVES

	Long-Term Target
Revenue	€ 1.5 - € 1.9 billion
Addressable market share	40%+
Gross margin	64-68%
Operating margin	40-55%
Scope 1 & 2 emissions	Net Zero GHG by 2030
Global energy needs	100% from renewable sources

Maintain best in class technology leadership

Besi aims to provide global semiconductor manufacturers, foundries and subcontractors with a compelling value proposition consistent with market requirements and new product development roadmaps. We seek to differentiate ourselves in the marketplace by means of a technology-led product strategy that capitalizes on revenue opportunities in both premium and mainstream assembly equipment markets. Besi enters such markets with leading edge technology and products appealing to the first movers of the industry, typically leading global semiconductor manufacturers and other advanced industrial end-users. Upon commercial acceptance, we then attempt to maximize the return on product investment through continued reduction in our systems' cost of ownership so that they appeal to a broader, more mainstream customer base and extend their product life cycle. Mainstream customers are often Asian assembly subcontractors. Besi exits product markets when its technology becomes commoditized and investment returns decrease. In pursuing its product strategy, Besi uses its core competency to (i) enhance the sustainable design of its systems, (ii) increase its revenue, addressable market and market share and (iii) maximize the return on its technology investment.

Over the past five years, Besi has developed next generation die attach and packaging systems with a particular emphasis on a new portfolio of wafer level assembly systems facilitating heterogeneous 2.5D, 3D and chiplet device architectures for AI applications. Efforts have focused on customer requirements for (i) increased accuracy, performance, chip density and complexity, (ii) lower power consumption and heat dissipation, (iii) thinner devices and higher levels of miniaturization, (iv) sustainable design to reduce material consumption and increase energy efficiency and (v) shorter lead times, all at a lower overall cost of ownership. In addition, we design enhanced versions of each product line every one to two years to ensure that Besi's systems maintain their technological leadership in the areas of form factor, placement accuracy, reliability, throughput and sustainability. Our technology efforts have also focused on leading edge interconnect solutions for front-end manufacturing process technologies such as chip to wafer and chip on chip die bonding as an important means of further extending Moore's law.

In addition, Besi is re-engineering several of its existing product platforms to enhance their sustainability and reduce their overall cost and manufacturing cycle time through more standardized design and manufacturing processes. As part of the streamlining process, we have incorporated common parts and common platforms for each successive, next generation die bonding and packaging system with the objective of decreasing the number of platforms for such products. This initiative will enable Besi to (i) enhance sustainability via a reduced number of components and machine parts utilized per system, (ii) decrease average component costs, (iii) greatly simplify design engineering, (iv) shorten cycle times and (v) lower warranty expense. In addition, we implemented a Design-to-X

initiative to further promote sustainable design across our product portfolio. The objective is to reduce our customer's total cost of ownership while optimizing material consumption and energy efficiency. In such ways, we expect to achieve enhanced labor, supply chain and working capital efficiencies and lessen our products' environmental impact.

Expand presence in wafer level assembly applications

A key strategic focus is the expansion of Besi's penetration of both logic and memory markets in the era of cloud and high-performance computing, AI and the Internet of Everything of which advanced packaging plays a critical role. Toward this end, we collaborate with Applied Materials, the leader in front-end wafer fabrication tools and processes, to help promote the adoption of integrated hybrid bonding production lines incorporating our hybrid bonding systems. Hybrid bonding represents the next evolution in interconnect technology as the semiconductor market moves from substrate to sub-micron accuracy wafer level assembly. Its adoption will also expand demand for other Besi advanced packaging solutions such as Thermo Compression Bonding ("TCB"), multi module die attach, embedded bridge die attach and advanced flip chip die bonding systems further increasing the potential growth of our addressable market. Our advanced packaging strategy was further enhanced by means of expanded collaboration this year with Applied Materials to include the joint marketing to customers of integrated hybrid bonding solutions and their purchase of a 9% ownership position in Besi.

At present, Besi has a leadership position in the development and sale of hybrid bonding systems to the industry's leading producers with cumulative orders of 150+ systems received since its launch in 2021. An important focus of our strategic planning has involved refinements to Besi's organization and management structure in order to realize the potential of this new revenue stream and other sub-micron placement accuracy die bonding solutions while maintaining the exciting growth opportunities of our existing advanced packaging portfolio. We significantly increased development staff in Austria and Singapore and added service support in Taiwan and North America for new advanced packaging and hybrid bonding production lines. We established cleanroom facilities in Austria, Malaysia and Singapore over the past three years to accommodate future hybrid bonding demand and customer process support. In addition, Besi opened a new 125,000 square foot Malaysian facility in 2023 and established a new production facility in Vietnam in 2024 to expand our capabilities in alignment with customer roadmaps as many move their operations from China to Southeast Asia. In 2025, we significantly expanded cleanroom capacity and support capabilities for the production of hybrid bonding and TC Next systems in both Malaysia and Singapore and increased our Vietnamese production capabilities. We intend to dedicate additional management, development and production resources to help ensure the success of such promising growth opportunities.

Besi's updated strategy for 2025–2029 was designed to strengthen our leadership in the advanced packaging market. Multiple growth drivers were identified including expanded AI deployment, infrastructure and use cases across our principal end-user markets, increased investment in advanced packaging fabs globally and the further adoption by customers of sub-micron accuracy assembly technologies such as hybrid bonding and advanced TCB. The updated strategy also seeks to further strengthen our market presence, service and support capabilities and competitive position to better capture growth opportunities from the semiconductor industry's move toward smaller geometries, heterogeneous integration, chiplet adoption and increased device complexity. As a result of the plan update and initiatives, we significantly increased our long-term revenue and profit targets with our revenue target increasing from € 1 billion+++ to between € 1.5 - € 1.9 billion.

Increase market presence in addressable markets

Key to increasing our market presence and addressable market is the development of close, strategic relationships with customers at the forefront of semiconductor technology deemed critical to our technological leadership and growth. Besi's customer relationships, many of which exceed 50 years, provide us with valuable knowledge about semiconductor assembly requirements as well as new opportunities to jointly develop assembly systems. As such, they provide us with important insights into future market trends and opportunities to broaden the range of products sold to customers.

In order to sustain close relationships with customers and generate new product sales, Besi believes it is critical to maintain a significant presence in after-sales and service in each of its principal markets. As such, Besi currently has 13 regional sales and service offices in the Asia Pacific region, Europe and North America and a direct sales force and customer service staff of approximately 250 people at year end. Consistent with the migration of customers to Asia, we have strengthened our sales and customer service activities in this region and have shifted a significant portion of our resources to countries such as Singapore, China, Malaysia, Thailand, Taiwan, Korea and Vietnam. Further, we centralized all global spare parts activities in one business unit based in Singapore to increase customer satisfaction and efficiency. We plan to expand our Asian process support, order fulfillment and field service capabilities over the next five years to better serve a rapidly growing installed base of customers in the region. Similarly, we plan to expand our sales, process support and field service capabilities in the United States over the next five years to address the increased onshoring of semiconductor production in the country.

We seek to increase long-term, sustainable revenue growth by expanding Besi's addressable markets and market presence via the following initiatives:

- Pick the Winners: Leverage our leadership position in substrate and wafer level assembly technology to engage with customers at the forefront of leading edge applications.

- Expand market position profitably in wafer level assembly via our first mover advantage in hybrid bonding as well as advanced packaging systems for 2.5D architectures.
- Provide new assembly solutions for next generation mobile, computing and automotive applications in the areas of cloud and high-performance computing, generative AI, edge computing, high bandwidth memory, silicon photonics, 5G/6G advanced network compatibility, autonomous and electric vehicles and virtual and augmented reality.
- Create new assembly solutions for industrial Internet of Things and industrial power conversion applications requiring the increased use of SiC and GaN devices.
- Achieve net zero greenhouse gas emissions in our operations by 2030 with respect to Besi's Scope 1 & 2 emissions and by 2050 for all Scopes of GHG emissions.

KEY STRATEGIC INITIATIVES

Organize Besi for € 1.5 - € 1.9 billion revenue model	Partner with the Winners 2.0	Accelerate cost savings	Next level supply chain and service excellence
Expand leading hybrid bonding position	Capture opportunities in 2.5D assembly	Expand share of next generation TCB	Grow silicon photonics market share
	Exceed sustainability targets for 2030	Net Zero GHG emissions by 2050	

Actions taken in 2025 to better position Besi for future, sustainable growth included the following:

- Increased R&D investment by 9.0% versus 2024 which represented 13.7% of total revenue
 - First production shipments to multiple customers of a new flip chip system with higher accuracy and throughput for mainstream mobile and computing applications.
 - Development of first sub-micron accuracy multi module die attach system for advanced photonics assembly scheduled for introduction in the first half of 2026.
 - Receipt of first flip chip system orders for CMOS Image Sensor ("CIS") advanced cameras.
 - Completion of enhancements as per plan for next generation platforms in anticipation of 2026 market upcycle.

- Progress on wafer level, sub-micron accuracy assembly agenda:
 - Hybrid bonding adoption grew to 150+ system orders cumulatively and 18 customers.
 - Completed first hybrid bonding prototype system with 50 nm accuracy and increased throughput.
 - Installation of first integrated hybrid bonding production lines incorporating a total of 30 hybrid bonders.
 - Expansion of TC Next adoption with production orders received from multiple customers and end-user markets.
- Assembly capacity and support expanded:
 - Doubled cleanroom capacity in Malaysia and advanced packaging support capabilities in Singapore for hybrid bonding and TC Next production.
 - Expanded Vietnam production capabilities.
 - Increased wafer level assembly sales, service and customer support activities in Taiwan and the United States.
- Realization of important sustainability initiatives:
 - Significant progress achieved versus Besi's 2026 sustainability targets.
 - Successful preparation of ESR5-aligned report for second consecutive year.
 - Scope 1 & 2 and 3 emission intensity ratios declined by 16.7% and 4.1%, respectively, versus 2024.
 - Reduction in absolute Scope 1 & 2 and 3 GHG emissions levels and fuel consumption.
 - Design-to-X initiative significantly reduced energy consumption of three die attach platforms. Full benefits expected to be realized in 2026.
 - Improved sustainability ratings with Sustainalytics, S&P Global and CDP.
 - Besi Netherlands gained ISO 45001 certification. Seven of eight Besi operations now fully compliant.
 - Employee survey indicated high levels of participation and engagement. Nine out of ten categories at or above high-tech norm.
 - Improvement in all supply chain engagement indicators versus 2024.

The expansion of Besi's addressable markets and revenue potential will also be aided by ongoing efforts to further improve our competitive cost position via strategic cost reduction initiatives.

Enhance scalability and reduce structural costs

The semiconductor equipment market has become increasingly more volatile in recent years due to heightened global economic uncertainty, trade tensions, changing end market applications, more seasonal purchasing patterns and shorter lead times for delivery. In response, Besi has fundamentally reorganized its global operations and management structure to streamline operations, transfer production and supply chain activities to its Asian operations, improve returns from its product portfolio, reduce break-even revenue

levels and increase through cycle profitability. European and North American headcount was significantly reduced, inefficient operations closed and substantially all European production and all tooling capacity transferred to our Malaysian and Chinese facilities. In addition, Besi made strategic capital investments over the past two decades to expand production, development, sales, service and administrative activities in Asia including Singapore and Vietnam to better service a customer base that migrated from Europe to Asia and more recently, from China to Southeast Asia. In 2025, approximately 76% of revenue was derived from sales to Asian customer locations. We have also funded expansions over the past decade of our Malaysian and Chinese production facilities, Singapore development/sales and service center and Taiwanese and US sales/service capabilities to better service our Asian customer base.

In the Besi operating model, all system production, sourcing, product applications engineering, process and software support and tooling/spares operations take place at our Asian locations. All product ownership and new product development remain at our European operations. Only highly customized systems are produced in Europe. In recent years, Besi has diversified its Asian manufacturing and engineering capabilities to further drive cost reduction, increase capacity, technical and field service support and enhance our local presence.

We have also actively developed and qualified local supply chains for each of our Malaysian and Chinese operations which produce substantially all modules and sub-assemblies used in our assembly and plating system production. The successful development of a flexible Asian supply chain is an important factor in our profitable navigation of volatile semiconductor equipment markets, high gross margins and low capital intensity. Strategic initiatives were also implemented to (i) increase the scalability and flexibility of Besi's production model via the use of temporary Asian production personnel and the establishment of high-quality Asian supply chain networks, (ii) further reduce European facility space and fixed headcount and (iii) simplify and harmonize diverse manufacturing and IT processes.

As a result, Besi has significantly reduced labor, material and overhead costs, improved delivery times and inventory turnover and enhanced its local presence. We have also scaled our operations on a timely basis in response to volatile industry trends over the past five years while consistently improving gross margins. Increased scalability combined with tight inventory control have also greatly expanded Besi's cash generation capabilities and market share potential. The Strategic Plan 2025-2029 identified a number of opportunities to further reduce Besi's structural costs by € 15 - € 30 million over the planning period. Initiatives were developed to (i) realize further design efficiencies via common parts, platforms and modules, (ii) expand our automation and AI efforts to improve productivity and reduce labor costs and (iii) execute sustainability initiatives related to enhanced resource efficiency.

Exceed challenging sustainability metrics for 2026 and 2030

Besi has engaged in a new, more robust approach to managing and reporting on sustainability impacts, risks and opportunities in recent years. We have also actively promoted the integration of such topics into our long-term sustainable value creation model. In 2020, we defined near and long-term goals, ambitions and activities for the next decade whose adoption and acceptance have been well received by our organization and stakeholders. In 2023, we initiated our CSRD compliance activities and implemented various initiatives to ensure readiness on a timely basis including a Double Materiality Assessment which was validated during a stakeholder engagement roadshow in 2024. The assessment analyzed the impact of Besi on people and the environment as well as the environmental and social-related risks and opportunities to which we are exposed. In addition, we significantly expanded the scale and scope of our initiatives and reporting activities. As a result, Besi has significantly enhanced its sustainability activities since 2019 including the development of various short- and long-term targets through 2050.

Since 2021, we have reduced Scope 1 & 2 emission intensity ratio by 13.9 points, fuel consumption intensity ratio by 1.4 points and increased our energy from renewable sources from 20% in 2021 to 99% in 2025. In addition, Besi met or exceeded substantially all its sustainability target ratios set in 2022 for achievement in 2024, made significant progress in 2025 to achieve 2026 target ratios and achieved further progress towards our goal of reaching net zero greenhouse gas emissions in our operations by 2030, incorporating Scope 1 & 2 emissions. Moreover, our sustainability ratings with the major publicly recognized agencies such as Sustainalytics, S&P Global, ISS ESG, MSCI and CDP have improved significantly since 2019 further underscoring our long-term progress towards best practice metrics.

We expect to meet or exceed all 2026 sustainability milestones based on the successful implementation of ongoing and new strategic initiatives developed as part of Besi's updated strategic plan for 2025-2029. This includes our Climate Transition Plan which outlines Besi's roadmap for investment in emission reduction activities and the implementation of energy efficiency and renewable energy projects across our operations.

BESI'S SUSTAINABILITY STRATEGIC FRAMEWORK

Our pillars	What we do	Impacts, risks and opportunities	Mitigating actions
Environmental Factors	We build sustainability into our products and operations to reduce Besi's environmental footprint and those of our suppliers and customers	<ul style="list-style-type: none"> Climate change mitigation Energy and renewable energy 	<ul style="list-style-type: none"> Renewable electricity procurement Sustainable design Supply chain engagement Low carbon transportation
Social Factors	We foster an inclusive and diverse culture and support the safety, development and wellbeing of our employees, and seek to prevent negative impacts in our supply chain	<ul style="list-style-type: none"> Human rights Working conditions Health and safety Inclusion and diversity 	<ul style="list-style-type: none"> Enforcement of company-wide and supplier-focused policies Health and safety risk management Supply chain engagement and audit
Governance Factors	We act responsibly and ethically across our value chain	<ul style="list-style-type: none"> Anti-corruption and bribery Corporate culture 	<ul style="list-style-type: none"> Implementation of Anti-Corruption and Bribery policy, Whistleblower procedure and Grievance procedure

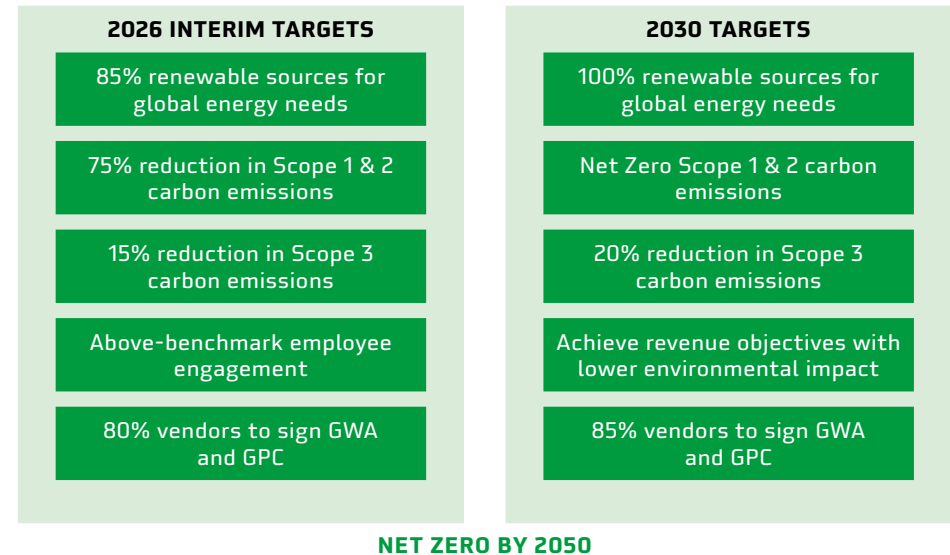
The Environmental Factors pillar of our sustainability strategy is focused on the impact of our products, operations and supply chain on the environment and the risks and opportunities related to climate change mitigation as well as energy and renewable energy. In recent years, we have reduced the environmental impact of our production operations through programs designed to:

- Reduce our carbon emissions via the purchase and production of renewable energy to satisfy Besi's electricity needs.
- Develop and adopt heating and cooling solutions reliant on renewable energy sources.
- Encourage the use of renewable energy by our customers and suppliers.
- Reduce energy consumption through the procurement of low-carbon products and services.
- Emphasize sustainable design in new product development.
- Transition company-owned vehicles from internal combustion engines to electric vehicles or vehicles operating on sustainable fuels.

Our Social Factors pillar is based on the impacts, risks and opportunities related to four priorities: (i) working conditions, (ii) health and safety, (iii) inclusion and diversity and (iv) human rights. In addition, Besi strives to employ high social and ethical standards with competitive employment terms and pay scale. A high level of employee satisfaction is a basic precondition to achieve our revenue and profit growth objectives.

Our Governance Factors pillar consists of two main impacts, risks and opportunities: (i) anti-corruption and bribery and (ii) corporate culture. We are committed to the UN Universal Declaration of Human Rights, adhere to ethical standards and expect the same commitment from key stakeholders, particularly across Besi's supply chain. To this end, we strive to have a positive impact on the communities and countries in which we operate via charitable activities, responsible tax practices and active engagement with our employees and suppliers.

SUSTAINABILITY OBJECTIVES



The scale of climate change and the energy transition related thereto have also increased our focus on their potential sustainability impacts and our role in limiting their adverse effects on our business, employees and communities. We adjusted our long-term sustainable value creation model to incorporate Besi's impact on the environment and communities as well as intellectual, industrial and financial capital.

Further, we have launched several sustainable design initiatives focused on design-to-cost, quality and sustainability via the utilization of our intellectual capital. Such initiatives have been focused on upgraded versions of Besi's mainstream die bonding product lines as well as new wafer level assembly platforms such as hybrid bonding and advanced TCB systems. We expect these activities to bring value to our customers in terms of better yield, throughput, energy conservation and efficiency, lower material consumption and total cost of ownership. In addition, we have invested in the development of more environmentally friendly products and services to help customers operate more efficiently both in terms of environmental impact and cost savings. Toward this end, we developed an initiative named Design-to-X in 2023 as part of a strategic plan review. This initiative combines Design-to-Cost and Design-to-Sustainability concepts to identify sustainability improvement opportunities in all product groups while reducing the cost of many mature die attach and packaging

platforms. In 2024, Besi conducted a resource consumption analysis for its generation 1/1+ hybrid bonding system and created a roadmap to achieve up to 10% potential energy reduction savings for four die attach product lines. As a result, there has been a cumulative energy consumption reduction since 2023 for three die attach platforms including 5.0% for flip chip, 7.1% for soft solder and 6.9% for multi module die bonding system platforms. In addition, we have set cumulative energy consumption reduction targets of 7.4% for our multi module die attach and 7.1% for epoxy die bonding systems through 2026.

For more information on Besi's sustainability priorities, performance and targets, please refer to the [Sustainability Statement](#) in this Annual Report.

Acquire companies with complementary technologies and products

It is critically important to identify and incorporate new technologies on a timely and continuous basis in order to provide customers with leading edge process solutions. As a result, Besi actively identifies and evaluates acquisition candidates that can assist us in (i) increasing process technology leadership, (ii) profitably increasing our market presence in those assembly markets with the greatest long-term potential such as wafer level packaging, (iii) enhancing the productivity and efficiency of our Asian manufacturing operations and (iv) growing less cyclical, non-system related revenues from tooling, spares and service.

Besi has made four important acquisitions over the past three decades which have significantly expanded our advanced packaging strategy:

- RD Automation (USA) was acquired to advance Besi's product strategy into the front-end of the assembly process with the addition of flip chip capabilities.
- Laurier (USA) was acquired to add intelligent die sorting capabilities into our product range.
- Datacon (Austria) was acquired to further extend our presence in the flip chip and die bonding equipment markets and increase our customer market presence.
- Esec (Switzerland) was acquired to expand Besi's position in the mainstream die bonding market.

The successful execution and integration of such acquisitions have helped create a leader in the die bonding segment of the assembly equipment market.

Reward shareholders via capital allocation policy

The successful execution of Besi's strategic plan and long-term sustainable value creation model has significantly benefited shareholders. Attractive financial metrics have been achieved in gross, operating and net margins. Our addressable market share has also increased. In addition, Besi's capital allocation plan has resulted in the return to shareholders of € 2.4 billion since 2011 in the form of dividends and share repurchases (including the dividend proposed for 2025). Such distributions represented 33.5% of our aggregate revenue during such period of which € 254.8 million was distributed in 2025. Profit generation and capital allocation also resulted in a return on average equity of 28.7% in 2025 even despite an extended industry downturn. Finally, shareholders have benefited from an investment in Besi by an increase of 155%, 216% and 2,076%, respectively, over the past three, five and ten years in their total shareholder return (share price appreciation plus dividends).



Besi Vietnam team building day.

Financial Review



Financial Review

General

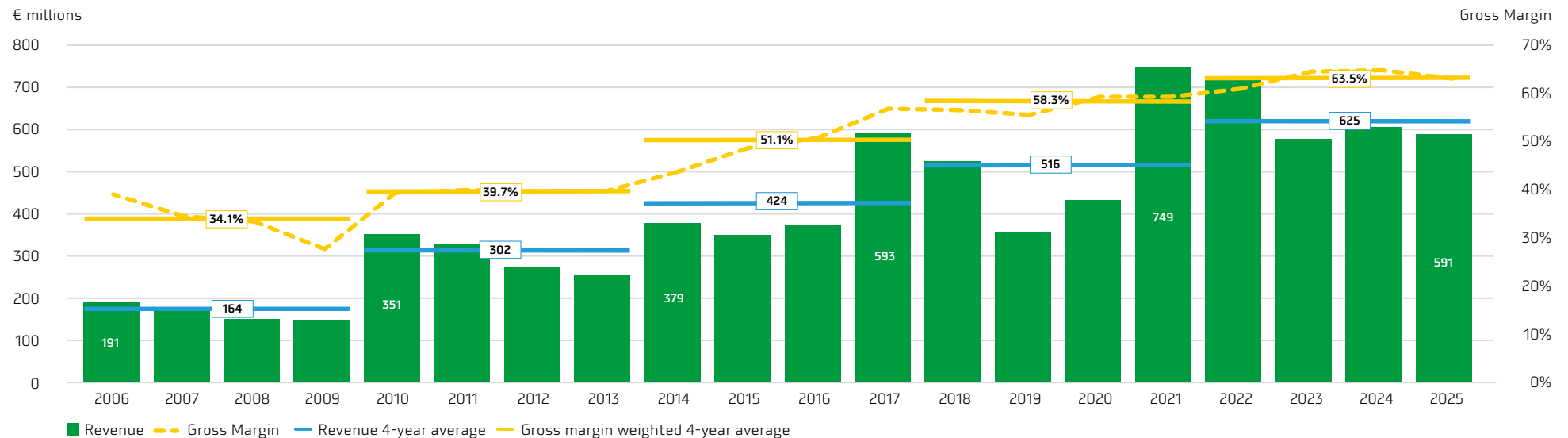
BE Semiconductor Industries N.V. ("Besi" or the "Company") is engaged in one line of business, the development, manufacturing, marketing, sales and service of semiconductor assembly equipment for the global semiconductor and electronics industries. Since we operate in one segment and in one group of similar products and services, all financial segment and product line information can be found in the [Financial Statements](#).

Besi's revenue and results of operations depend in significant part on the level of capital expenditures by semiconductor manufacturers, which in turn depends on the current and anticipated market demand for semiconductors and for products utilizing semiconductors. Demand for semiconductor devices and expenditures for the equipment required to assemble semiconductors is highly cyclical, depending in large part on levels of demand worldwide for computing, mobile internet, automotive and industrial end-user markets as well as the production capacity of global semiconductor manufacturers. Furthermore, a rise or fall in the sales levels of semiconductor equipment typically lags any downturn or recovery in the semiconductor market due to the lead times associated with the production of semiconductor equipment.

In recent years, Besi has experienced significant upward and downward movements in quarterly order rates due to global macroeconomic concerns, trade tensions and the COVID-19 pandemic. Some customer order patterns and end-user application revenue have become more seasonal due to the growing influence of more retail-oriented electronics applications in the overall demand for semiconductor devices such as smartphones, tablets, wearable devices, gaming consoles and automotive electronics. Order patterns have been characterized typically by an upward ramp in the first half of the year to build capacity for anticipated year end demand followed by a subsequent decline in the second half of the year as capacity additions are digested by customers. The rise of AI-related equipment orders for datacenter and photonics applications has moderated some of Besi's historical seasonality. Volatile global macroeconomic conditions and seasonal influences have also contributed to the significant upward and downward movements in our quarterly and semi-annual revenue and net income.

Besi's revenue is generated primarily by shipments to the Asian manufacturing operations of leading European, North American and Asian Independent Device Manufacturers ("IDMs") and Taiwanese, Chinese, Korean, Japanese and other Asian foundries and

THROUGH CYCLE REVENUE AND GROSS MARGIN TRENDS



subcontractors. Sales to individual customers tend to vary significantly from year to year depending on global economic conditions generally and the specific capital expenditure budgets, new product introductions, production capacity and packaging requirements of its customers. For the year ended December 31, 2025, no customer represented more than 10% of our revenue and the largest ten customers accounted for approximately 44% of revenue. In addition, we derive a significant portion of our revenue from products that have an average selling price in excess of € 400,000 and that have lead times of approximately 4-12 weeks between the initial order and delivery of the product. The growth of Besi's sub-micron accuracy wafer level assembly systems such as hybrid bonding and TC Next will increase Besi's average sales prices and lead times for our systems. Such products range in price from € 2 million to € 3.5 million currently with lead times ranging between 6 and 9 months due to their complexity. Besi only recognizes orders upon receipt and acceptance of a firm purchase order. The timing and recognition of revenue from customer orders can cause significant fluctuations in operating results from quarter to quarter.

Corporate and financial structure

Besi's corporate organization consists of a Dutch holding company in which shareholders own ordinary shares and a network of wholly owned subsidiaries located globally which incorporate its product group business activities and operating facilities. Please refer to [Shareholder Information](#) in this Annual Report for an overview of our largest shareholders.

In general, Besi funds its operations through available cash on hand, cash generated from operations and, in some instances, funds the operations of its subsidiaries through intercompany loans, borrowings under its bank lines of credit and financing from external markets. The working capital requirements of its subsidiaries are affected by the receipt of periodic payments on orders from its customers. Although its subsidiaries occasionally receive partial payments prior to final installation, initial payments generally do not cover a significant portion of the costs incurred in the manufacturing of such systems which requires Besi to finance its system production with internal resources and, in certain instances, via bank financing.

Currency exposure

Besi's reporting currency is the euro. In 2025 and 2024, our euro-denominated revenue represented 28% and 29% of total revenue, respectively, while euro-denominated costs and expenses represented 37% and 37%, respectively. As seen in the following table, the substantial majority of Besi's revenue is denominated in US dollar while in 2025, its costs were denominated in a variety of European and Asian currencies. In 2025, 62% of our costs and expenses were denominated in Malaysian ringgit and euro. The remainder of our costs were primarily represented by the Chinese renminbi, Singapore dollar, US dollar and Swiss franc. Besi seeks to manage its exposure to currency fluctuations in part by hedging firmly committed orders denominated in US dollar and, in part, by hedging net

exposures in its principal transaction currencies. Costs for hedging sales contracts and any ineffectiveness therefrom are recorded in the line item financial income (expense), net in Besi's Consolidated Statement of Operations.

	In % of revenue		
	2025	2024	2023
US dollar	72%	71%	75%
Euro	28%	29%	25%
Total	100%	100%	100%

	In % of costs and expenses		
	2025	2024	2023
Euro	37%	37%	32%
Malaysian ringgit	25%	22%	23%
Chinese renminbi	12%	12%	15%
Singapore dollar	9%	10%	10%
Swiss franc	8%	9%	8%
US dollar	6%	8%	8%
Other	3%	2%	4%
Total	100%	100%	100%

Given changes in the foreign currency composition of its revenue, costs and expenses, Besi's results of operations can be affected by fluctuations in the value of, and relationships between, the euro, the US dollar, Malaysian ringgit, Swiss franc, Chinese renminbi, Singapore dollar and Vietnamese dong. In 2025, our results of operations were unfavorably influenced primarily by the significant decrease in the value of the US dollar versus the euro. Besi's costs denominated in Malaysian ringgit, Chinese renminbi and Vietnamese dong can vary on an annual basis depending on the number of units produced at each location.

Tax

Besi's global tax policy views taxation, including the payment and collection of taxes, as an integral part of its business and an important part of its social responsibility and contribution to society. Besi's tax policy follows the principle of responsible tax practices whereby Besi's legitimate interests, reputation and corporate social responsibility are taken into consideration. In this respect, the interests of all stakeholders are taken into consideration including customers, shareholders, local governments and the communities and countries in which Besi operates. Besi's global tax policy is annually updated and approved by the Board of Management.

Besi's tax policy consists of the following principles:

- We commit to paying taxes on time and in accordance with all applicable laws and regulations.
- Our tax policy follows Besi's business. As such, our profits are allocated to the countries in which business value is created, taxes are paid and where factual economic activities are executed. In addition, all transactions must have a business rationale.
- Intra-group transactions are entered into on an arm's length basis and adhere to the guidelines issued by the Organization for Economic Co-operation and Development ("OECD").
- We strive to comply with the letter and spirit of applicable tax laws and regulations and are guided by relevant international standards.
- We seek a competitive, stable, sustainable and explainable effective corporate tax rate whereby tax incentives and subsidies are used. Any tax optimization must be based on opportunities provided by law or case law and must be aligned with our business and objectives.
- Besi does not undertake transactions whose sole purpose is to create an abusive tax result. In addition, Besi does not use artificial tax structures in tax haven jurisdictions as defined by the OECD.
- We seek to establish and maintain an open and constructive dialogue with tax authorities and other government bodies in all jurisdictions where we operate based on the disclosure of all relevant facts and circumstances. We discuss important fiscal aspects upfront with the relevant tax authorities if questions arise as to proper taxation policy. We also seek rulings from tax authorities to confirm the applicable treatment. In the Netherlands and Switzerland, jurisdictions where Besi has substantial operations, we engage with the Tax Authorities through regular meetings, telephone calls and other correspondence.

Quarterly results of operations

(€ millions) ¹	2025				2024					
	Q1	Q2	Q3	Q4	Total	Q1	Q2	Q3	Q4	Total
Revenue	144.1	148.1	132.7	166.4	591.3	146.3	151.2	156.6	153.4	607.5
Orders	131.9	128.0	174.7	250.4	685.0	127.7	185.2	151.8	121.9	586.7
Net income	31.5	32.1	25.3	42.8	131.6	34.0	41.9	46.8	59.3	182.0

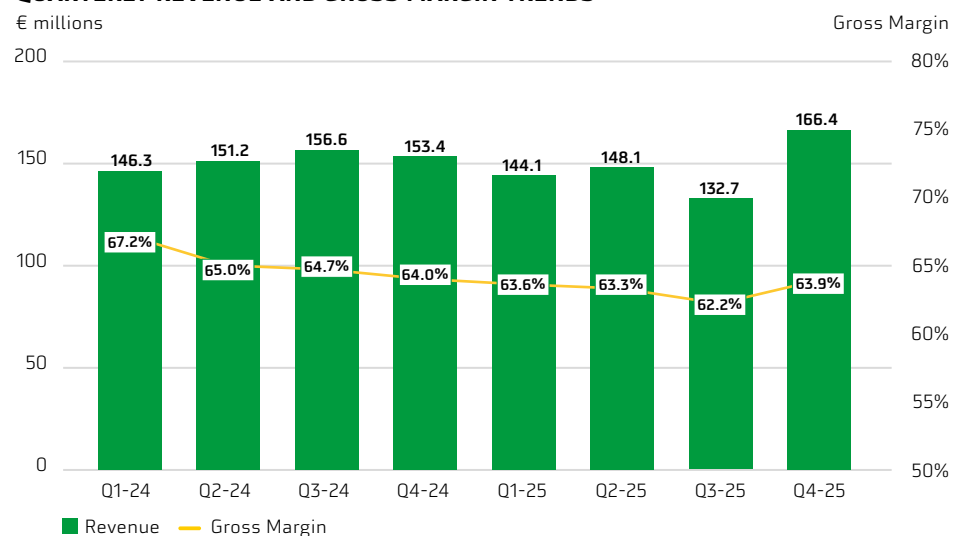
¹ Numbers may not reconcile due to rounding.

Besi's progress in 2025 reflected the favorable influence of increased AI spending on our business development. For the year, revenue decreased by 2.7% principally due to an extended assembly market downturn which continued to adversely affect Besi's mobile, automotive and industrial end-user markets throughout the year. Orders grew by 16.8%,

due to significantly increased demand for flip chip and multi module die attach systems by Asian subcontractors for AI-related computing and photonics applications, particularly in the second half of 2025. In fact, second half year orders increased by 63.6% versus the first half year driven primarily by increased demand by Chinese subcontractors for AI applications, renewed capacity purchases for photonics applications and significant hybrid bonding orders from multiple customers in the fourth quarter of the year.

For the year, revenue of € 591.3 million decreased by 2.7% versus 2024 due to lower shipments for mobile, automotive and industrial end-user markets as a result of ongoing weakness in overall assembly markets. We continued to maintain attractive levels of profitability with gross, operating and net margins of 63.3%, 29.3% and 22.3%, respectively, in 2025 primarily due to the close alignment of our operating model with lower mainstream assembly market demand and the benefits of strategic cost initiatives. We achieved net income of € 131.6 million this year, a decrease of 27.7% versus 2024, primarily due to (i) lower gross margins realized primarily from a significant reduction in the value of the US dollar versus the euro, (ii) increased development spending in support of our wafer level assembly product development, (iii) higher interest expense, net due to the full year effect of our € 350 million Senior Notes issuance in July 2024 and (iv) a higher effective tax rate.

QUARTERLY REVENUE AND GROSS MARGIN TRENDS



2025 compared to 2024

Set forth below is a summary of our key income statement highlights for 2025 versus 2024:

(€ millions, except %) ¹	Year ended December 31,				Change 2025/2024 % points
	2025		2024		
	% revenue	% revenue	% revenue	% revenue	
Revenue	591.3	100.0%	607.5	100.0%	-
Cost of sales	217.1	36.7%	211.6	34.8%	1.9
Gross profit	374.3	63.3%	395.9	65.2%	(1.9)
SG&A expenses	120.2	20.3%	126.0	20.7%	(0.4)
R&D expenses	81.0	13.7%	74.3	12.2%	1.5
Total operating expenses	201.2	34.0%	200.4	33.0%	1.0
Operating income	173.1	29.3%	195.6	32.2%	(2.9)
Financial expense, net	19.1	3.2%	7.1	1.2%	2.0
Income before income taxes	153.9	26.0%	188.5	31.0%	(5.0)
Income taxes	22.3	3.8%	6.5	1.0%	2.8
Net income	131.6	22.3%	182.0	30.0%	(7.7)
Effective tax rate	14.5%		3.5% ²		

¹ Numbers may not reconcile due to rounding.

² Effective tax rate in 2024 was 13.1% excluding € 18.2 million of net tax benefits.

Revenue/Orders

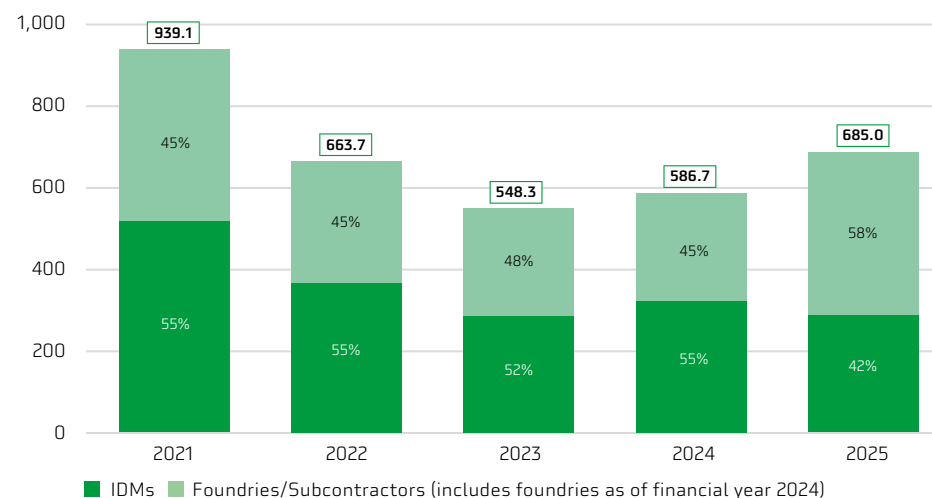
(€ millions)	Year ended December 31,		% Change 2025/2024
	2025	2024	
Revenue	591.3	607.5	(2.7%)
Orders	685.0	586.7	16.8%
IDM	290.1	321.6	(9.8%)
Foundries/Subcontractors	394.9	265.1	49.0%

Besi's revenue of € 591.3 million in 2025 decreased by € 16.2 million, or 2.7%, versus 2024 due to lower shipments for mobile, automotive and industrial end-user markets. Such weakness was partially offset by increased shipments to Asian subcontractors for datacenter and photonics applications. In contrast, Besi's orders of € 685.0 million increased by 16.8% versus 2024 due to strength in AI-related 2.5D demand for datacenter applications by Asian subcontractors and renewed capacity purchases by customers for photonics applications. Order growth accelerated in the second half year, aided as well by a large increase in hybrid bonding orders for logic applications in the fourth quarter. Bookings by IDMs and foundries/subcontractors represented approximately 42% and 58%, respectively, of total orders in 2025 versus 55% and 45%, respectively, in 2024. The increase in orders by foundries/subcontractors was related to significant growth in demand by Asian subcontractors in the second half of the year.

Revenue and orders in each of the past two years were not adversely affected by trade restrictions and regulations resulting from geopolitical tensions.

ORDER TRENDS

€ millions



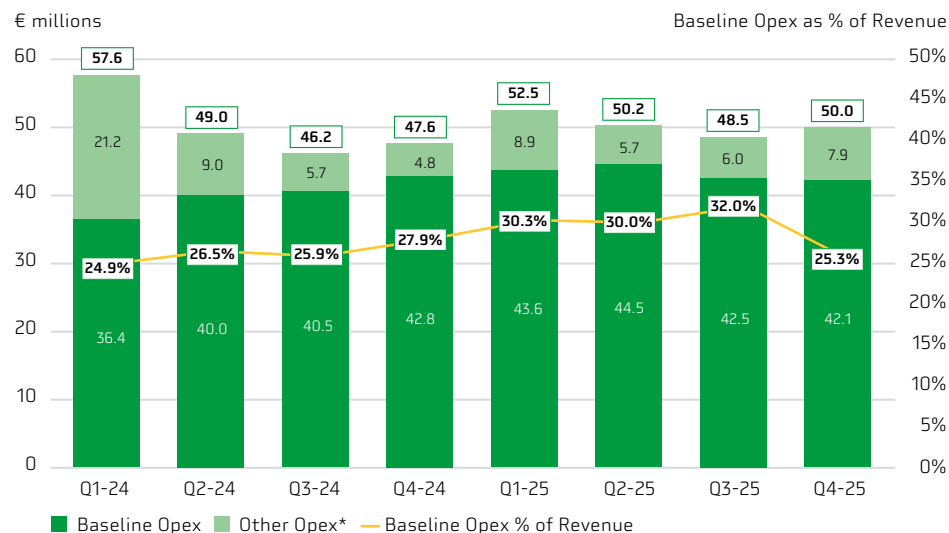
Gross profit

Besi's gross profit decreased by € 21.6 million, or 5.5 %, versus 2024 due to lower revenue and lower gross margins realized. Besi's gross margin of 63.3% decreased by 1.9 points versus 2024 due primarily to a significant decrease in the value of the US dollar versus the euro in the first half year.

Selling, general and administrative expenses

Total SG&A expenses decreased by € 5.8 million, or 4.6%, versus 2024. The decrease was due to a € 13.7 million decrease in share-based compensation expense as a result of the new Remuneration Policy, partially offset by increased marketing, technical support and personnel necessary to support the growth of Besi's wafer level assembly portfolio and higher consulting expenses related to Besi's strategic planning review. As a percentage of revenue, SG&A expenses decreased from 20.7% in 2024 to 20.3% in 2025.

QUARTERLY OPERATING EXPENSE TRENDS



* Other Opex includes both short-term and long-term incentive compensation, restructuring costs, net R&D capitalization/amortization and certain one-time items including strategic consulting costs.

Research and development expenses

Besi's R&D spending is primarily focused on advancing its leadership position in advanced packaging and wafer level assembly and upgrades to its existing product portfolio on a regular basis. Spending can vary from year to year depending on specific customer roadmaps and the timing of new device introductions. The components of research and development expenses for the years ended December 31, 2025 and 2024, were as follows:

(€ millions) ¹	Year ended December 31,	
	2025	2024
Research and development expenses, gross	87.7	78.7
Amortization of capitalized development expenses	18.9	15.0
Impairment	0.3	-
Capitalization of development expenses	(26.0)	(19.4)
Research and development expenses as reported	81.0	74.3

¹ Numbers may not reconcile due to rounding.

In 2025, R&D expenses of € 81.0 million increased by € 6.7 million, or 9.0%, versus 2024, due to increased development costs primarily related to a variety of new product introductions in Besi's Die Attach product group. Key development efforts this year were focused primarily on (i) enhancements to our sub-micron accuracy hybrid bonding systems for logic, memory and co-packaged optics applications, (ii) advanced, chip to wafer TCB systems for logic, memory and photonics applications, (iii) next generation flip chip and multi module die attach systems for increased penetration of mainstream mobile and computing applications and advanced photonics markets and (iv) the successful completion of enhancements of next generation mainstream die bonding, packaging and plating platforms in anticipation of a 2026 market upcycle. As a percentage of revenue, R&D expenses increased to 13.7% in 2025 versus 12.2% in 2024. Similarly, gross R&D expenses (excluding the impact of R&D capitalization, amortization and impairment) of € 87.7 million increased by 11.4% versus 2024 and represented 14.8% of revenue.

Operating income

Our operating income in 2025 of € 173.1 million decreased by 11.5% versus 2024 principally due to a 2.7% decrease in revenue and lower gross margins realized as well as increased research and development spending, partially offset by a 4.6% decrease of SG&A expenses resulting from lower share-based compensation expense. As a result, Besi's operating margin declined from 32.2% to 29.3%.

Financial expense, net

The components of financial expense, net, for the years ended December 31, 2025 and 2024, were as follows:

(€ millions) ¹	Year ended December 31,	
	2025	2024
Interest income	14.0	17.3
Interest expense	(25.1)	(16.7)
Interest income (expense), net	(11.1)	0.6
Net cost of hedging	(8.6)	(6.9)
Net foreign exchange effects	0.5	(0.8)
Financial income (expense), net	(19.1)	(7.1)

¹ Numbers may not reconcile due to rounding.

Net financial expense of € 19.1 million increased by € 12.0 million versus 2024 primarily due to increased interest expense for a full year related to the issuance in July 2024 of € 350 million of 4.50% Senior Notes due 2031. Besi's exposure to upward interest rate movements on our external funding is limited given the fixed interest rates on our Convertible and Senior Notes outstanding which represent substantially all of Besi's current debt outstanding.

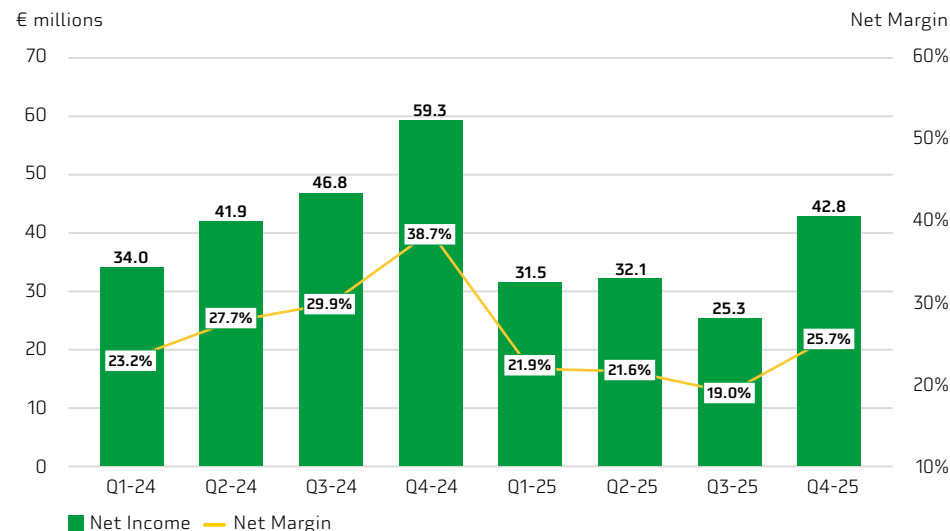
Income taxes

Besi recorded income tax expense of € 22.3 million in 2025 versus € 6.5 million in 2024 due to a significant increase in our effective tax rate to 14.5% versus 3.5% in 2024 primarily due to the recognition of € 18.2 million in net tax benefits in 2024. Excluding such tax benefits, Besi's effective tax rate for 2024 would have been 13.1%.

Net income

Besi's net income of € 131.6 million in 2025 decreased by 27.7% versus 2024 and its net margin decreased from 30.0% to 22.3% primarily due to lower revenue and gross margins as well as increased research and development spending, interest expense, net and a higher effective tax rate.

QUARTERLY NET INCOME TRENDS



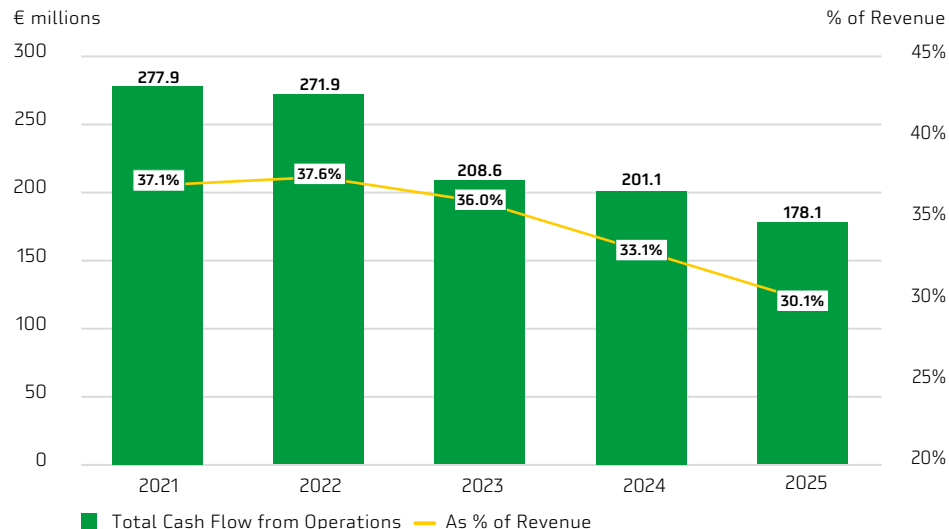
Balance sheet, cash flow development and financing

Cash flow

In 2025, Besi generated cash flow from operations of € 178.1 million which along with cash, cash equivalents and deposits outstanding, was utilized for the following principal purposes:

- € 172.8 million of cash dividends were paid to shareholders.
- € 82.0 million of ordinary shares were repurchased and held in treasury.
- € 26.0 million of development expenses were capitalized.
- € 21.0 million of capital expenditures including the acquisition of investment property.

In addition, cash, cash equivalents and deposits of € 543.0 million at December 31, 2025, decreased by 19.2% versus year end 2024 primarily due to our capital allocation of € 254.8 million in 2025 in the form of dividends and share repurchases which exceeded cash flow from operations of € 178.1 million. Similarly, our year end net cash position of € 36.0 million (defined as cash, cash equivalents and deposits less total debt) decreased by € 107.8 million versus year end 2024 which also included the conversion into equity of € 23.3 million carrying value of Besi's 2020 Convertible Notes.

CASH FLOW GENERATION TRENDS**Working capital**

Besi's working capital (excluding cash and debt) decreased by € 2.2 million, or 1.4%, to reach € 159.7 million at December 31, 2025. As a percentage of revenue, working capital increased to 27.0% at year end 2025 versus 26.7% at year end 2024.

Capital expenditures

Capital expenditures of € 21.0 million including the acquisition of investment property increased by € 8.9 million as compared to 2024 levels primarily related to the purchase of our Duiven facility in the Netherlands for € 15.7 million and the completion of Besi's Singapore cleanroom facility. We anticipate that capital expenditures will range between € 10 and € 12 million in 2026 primarily associated with the start of construction of a new Vietnamese production facility.

Financing

At December 31, 2025, we had € 507.0 million of total indebtedness of which € 162.3 million related to our 1.875% Senior Unsecured Convertible Notes due April 2029 with a principal amount of € 175 million and € 344.7 million related to our € 350.0 million principal amount of 4.50% Senior Notes due 2031. No other indebtedness was outstanding at such date including amounts owed under Besi's bank lines of credit.

Bank lines of credit

At December 31, 2025, Besi and its subsidiaries had available bank lines of credit aggregating € 97.9 million. At such date, utilization under the lines aggregated € 2.5 million related to bank guarantees. In general, interest is charged at EURIBOR or ESTR/SOFR plus an increment. Our principal credit facility agreements include covenants requiring Besi and/or its subsidiaries to maintain certain financial levels or financial ratios. Besi and all its applicable subsidiaries were in compliance with all loan covenants at December 31, 2025.

Besi's lines of credit at December 31, 2025 included an € 80 million revolving credit facility with a consortium of European banks. This facility was renewed on January 7, 2026 with two European banks in an amount of € 40 million which can be expanded to € 80 million at the Company's option. Interest rates on borrowings under Besi's lines of credit vary per currency and the level of cash balances outstanding and borrowings utilized. It ranks pari passu with the Convertible Notes and Senior Notes and is secured by guarantees from certain operating subsidiaries. Borrowings can be used for working capital and other corporate purposes and be repaid at any time at 100% of principal amount. The principal covenants associated with the facility include a maintenance test of consolidated debt to equity and a limitation on the incurrence of additional permitted indebtedness.

Issuance of Convertible Notes and Senior Notes

On December 6, 2017, Besi issued € 175 million principal amount of 0.5% Senior Unsecured Convertible Notes due December 2024 (the "2017 Convertible Notes"). During 2024, the remaining € 3.2 million principal balance outstanding was converted into approximately 70,000 shares. On August 5, 2020, Besi issued € 150 million principal amount of 0.75% Senior Unsecured Convertible Notes due August 2027 (the "2020 Convertible Notes"). During 2024, € 125.9 million principal balance outstanding of the 2020 Convertible Notes was converted into approximately 2,572,000 shares. During 2025, the remaining € 24.1 million principal balance outstanding was converted into 498,603 shares.

On April 6, 2022, Besi issued € 175 million principal amount of 1.875% Senior Unsecured Convertible Notes due April 2029 (the "2022 Convertible Notes"). The 2022 Convertible Notes will be repaid at maturity at 100% of their principal amount plus accrued and unpaid interest or, if converted, into approximately 1.5 million ordinary shares at a conversion price of € 115.50 (subject to adjustment). Besi may redeem the outstanding 2022 Convertible Notes at 100% of their principal amount after April 27, 2026 provided that the market value of our ordinary shares exceeds 130% of the then effective conversion price for a specified period of time. In the event of a change of control (as defined), each noteholder will have the right to require Besi to redeem all (but not less than all) of its Convertible Notes at 100% of their principal amount together with accrued and unpaid interest thereon. In addition, the 2022 Convertible Notes may be redeemed at the option of the holder on April 6, 2027 at their principal amount plus accrued interest.

The terms and conditions governing the Convertible Notes contain no incurrence tests nor maintenance covenants which could materially limit Besi's ability to conduct its operations in the normal course. The Convertible Notes were privately offered to institutional investors and are listed on the Deutsche Börse's Freiverkehr market.

On July 17, 2024, Besi issued € 350.0 million principal amount of 4.500% Senior Notes due 2031 (the "2024 Senior Notes"). The 2024 Senior Notes are senior, unsecured obligations of the Company, rank pari passu with our 2022 Senior Unsecured Convertible Notes and will be repaid at maturity at 100% of their principal amount plus accrued and unpaid interest. Besi may redeem the outstanding 2024 Senior Notes on or after January 15, 2031 at 100% of their principal amount plus accrued and unpaid interest, or prior to this date at 100% of their principal amount plus a "make-whole" premium plus accrued and unpaid interest subject to giving a minimum of 10 days' and a maximum of 60 days' prior notice to Bondholders. In the event of a change of control (as defined), each noteholder will have the right to require Besi to redeem all or any part of its 2024 Senior Notes at 101% of their principal amount together with accrued and unpaid interest thereon.

The terms and conditions governing the 2024 Senior Notes contain no incurrence tests nor maintenance covenants which could materially limit Besi's ability to conduct its operations in the normal course. The Senior Notes were privately offered to institutional investors and are listed on The International Stock Exchange market.

Capital allocation

Besi's capital allocation policy seeks to provide a current return to shareholders in the form of cash dividends and share repurchases while retaining a capital base sufficient to fund future growth opportunities.

Dividends

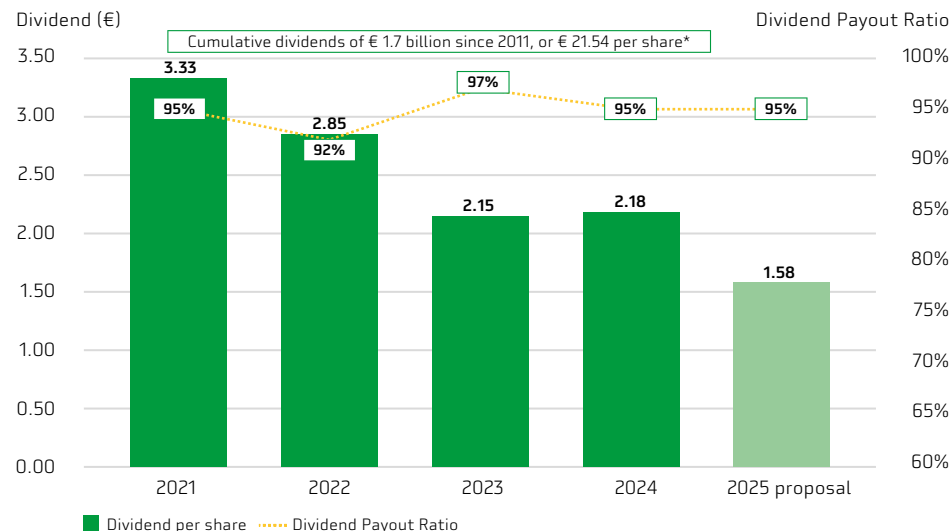
Besi's dividend policy considers the payment of dividends on an annual basis based upon (i) a review of its annual and prospective financial performance, liquidity and financing needs, the prevailing market outlook and Besi's strategy, market position and acquisition strategy and/or (ii) a dividend payout ratio in the range of 40-100% relative to net income to be adjusted accordingly if the factors referred to under (i) so require.

Due to Besi's earnings and cash flow generation in 2024, the Board of Management proposed, and Besi paid, a cash dividend to shareholders of € 2.18 per share which resulted in cash payments to shareholders of € 172.8 million in 2025.

Due to Besi's earnings and cash flow generation in 2025, the Board of Management will propose a cash dividend to shareholders of € 1.58 per share for approval at Besi's Annual General Meeting of Shareholders to be held on April 23, 2026.

The payments for the year 2024 and proposed for the year 2025 represent a dividend payout ratio relative to net income of 95% for each year.

DIVIDEND TRENDS



* Calculated on Basic EPS. Includes value of both cash and stock dividends. Includes proposed dividend for approval at the AGM on April 23, 2026.

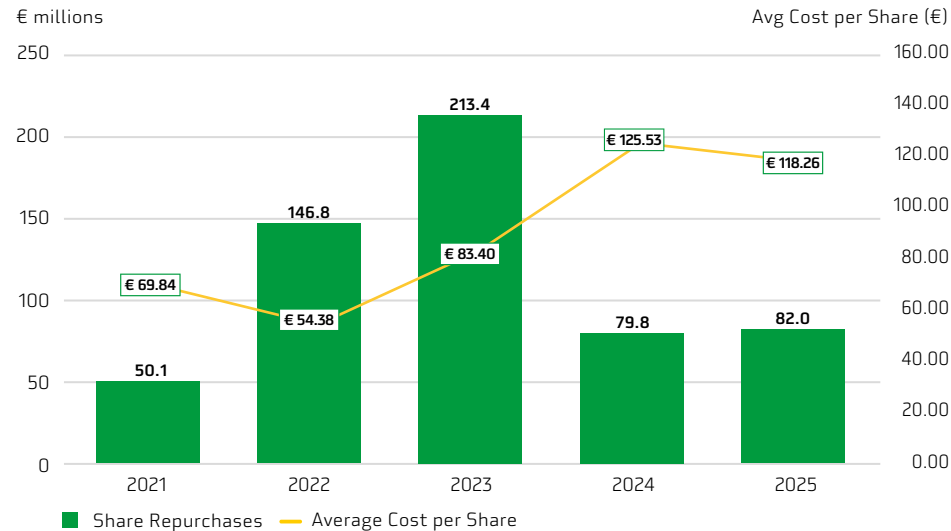
Share repurchase program

On August 31, 2024, Besi announced a € 100 million share repurchase program effective September 1, 2024. Under the program, Besi repurchased a total of 870,825 of its ordinary shares between September 1, 2024 (inception) and October 21, 2025 (completion) at an average price of € 114.83, representing an aggregate amount of € 100 million. On October 23, 2025, Besi announced a new € 60 million share repurchase program effective October 24, 2025. The program is aimed at general capital reduction purposes and to help offset dilution related to Besi's Convertible Notes and shares issued under employee stock plans. It is funded using Besi's available cash resources and expected to be completed by October 2026. Besi repurchased a total of 83,323 of its ordinary shares between October 24, 2025 (inception) and December 31, 2025 under the new plan at an average price of € 135.31 representing an aggregate amount of € 11.3 million.

In 2025, Besi repurchased a total of 692,404 of its ordinary shares representing an aggregate amount of € 82.0 million versus 635,348 of its ordinary shares repurchased in 2024 representing an aggregate amount of € 79.8 million.

At present, Besi has shareholder authorization to repurchase up to 10% of its issued share capital (approximately 8.1 million shares) until October 23, 2026. At December 31, 2025, Besi held approximately 1.9 million shares in treasury equal to approximately 2.3% of its ordinary shares outstanding.

SHARE REPURCHASE ACTIVITY



- Approximately 1.9 million treasury shares at December 31, 2025, representing 2.3% of shares outstanding.
- 79.3 million shares outstanding at December 31, 2025, net of treasury.

Besi believes that its cash position, internally generated funds and available lines of credit will be adequate to meet its anticipated levels of capital spending, research and development, debt service requirements, working capital and capital allocation policy for at least the next twelve months.



Besi APac's Module Assembly team.

Sustainability Statement

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Sustainability Statement

A year of progress

Besi has significantly increased its sustainability-related activities and reporting since 2019 including the development of various short- and long-term targets through 2050. We are pleased with our sustainability-related achievements as measured by significant improvements in each of our three principal process pillars including Scope 1 & 2 and 3 emissions, fuel consumption, renewable energy usage, sustainable product design and supply chain as well as personnel topics such as employee engagement and training. Decoupling Besi's growth from our greenhouse gas emissions has been one of our key objectives in recent years. In fact, since 2019, we have reduced Scope 1 & 2 emission intensity ratio by 98%, fuel consumption intensity ratio by 67% and increased our electricity usage from renewable sources to 99% versus 18%. In addition, as a result of our successful performance versus historical targets in 2022 and 2024, we developed enhanced milestones for 2026 in alignment with 2030 target achievement. We are currently on track to meet or exceed substantially all targets established for 2026 due to our continued focus on the impacts, risks and opportunities most material to (i) Besi's business and stakeholders, (ii) the formulation and execution of strategic initiatives and (iii) the commitment of our workforce.

We measure our sustainability performance both in absolute values and in terms of intensity ratios given the highly cyclical nature of our industry and revenue development on a year to year or even multi-year basis. Post the last industry peak in 2021, Besi's relative intensity ratios for certain KPIs have been adversely affected by an aggregate revenue decrease of 21% due to a significant assembly market downturn which continued in 2025. Despite such headwinds, we achieved favorable performance with respect to an absolute reduction in fuel consumption and a reduction of Scope 1 & 2 emission intensity ratios in 2025 versus 2024 due to the successful execution of several sustainability initiatives including a full year of benefits from the implementation of a new heating system in Austria and energy management software at Besi's Netherlands and Mecco. In addition, we continue to procure virtually all of our energy needs at Besi's operations in Malaysia, China and Vietnam from renewable sources. As a result, Scope 1 & 2 and 3 emission intensity ratios improved further in 2025 and our energy provided by renewable sources increased from 71% in 2023 to 99% in 2025. We expect to meet or exceed all 2026 sustainability milestones based on the successful implementation of ongoing and new strategic initiatives developed in 2025 as part of Besi's updated strategic plan for 2025-2029.

In 2025, Besi continued to successfully apply the Corporate Sustainability Reporting Directive ("CSRD") and reported in accordance with the European Sustainability Reporting Standards ("ESRS") for the second time. We are well positioned for compliance having significantly expanded the scale and scope of Besi's reporting activities since 2019 relative to leading external frameworks such as SASB, GRI, NFRD, TCFD and the EU Taxonomy.

In addition, we have pro-actively responded to external questionnaires such as CDP Climate Change and the S&P Global Corporate Sustainability Assessment with a focus on materiality, clarity and transparency. We also conducted a Double Materiality Assessment ("DMA") in 2023 which assessed the impact of Besi on people and the environment as well as the environmental and social-related risks and opportunities to which we are exposed. In order to validate the results of the analysis, we conducted an engagement roadshow in 2024 with key stakeholders, specifically investors, customers, suppliers, employees and Works Councils and Work Unions representing Besi employees.

We completed several initiatives in 2025 to further support the mitigation of sustainability-related impacts and risks, and discover opportunities in alignment with our long-term sustainable value creation strategy for stakeholders. For example, an alternative coating method was developed this year using vapor deposition versus electroplating. This alternative has several potential sustainability benefits for our customers including (i) a reduction in electricity consumption and our carbon footprint, (ii) a reduction in water usage and waste and (iii) lower employee exposure to potentially harmful substances. Testing of the alternative coating method commenced in 2025 to confirm alignment with Besi's established product quality standards. Upon successful validation, we intend to broaden the application of this coating method to all our packaging product group customers in Besi Netherlands. In addition, Besi APac conducted an energy audit of its facilities this year which categorized future emission reduction opportunities into short-term and low investment modifications, medium-term modifications and long-term investments. As a result, Besi APac now has a roadmap for energy and cost reduction opportunities at its facilities for the next 10 years. Besi Netherlands gained ISO 45001 certification in 2025. Seven of eight Besi operations are now fully compliant with this standard.

Besi received external recognition for its sustainability efforts this year. Our ratings with the major publicly recognized agencies such as Sustainalytics, S&P Global, ISS ESG and MSCI have improved significantly since 2019 further underscoring our progress towards best practice metrics. More specifically, we maintained a rating of AA in the updated 2025 MSCI ESG Ratings Assessment, up from A in 2022 and BBB in 2021. Further, in September 2025, Besi's ESG Risk Rating improved to 9.4 (negligible risk) versus 12.9 (low risk) in 2024 as per Sustainalytics placing us third out of 366 companies in the Semiconductor Industry Group. In addition, we continue to be a component of the AEX Sustainability Index. Such index identifies the 25 companies in the combined AEX (large cap) and AMX (mid cap) indices demonstrating best in class ESG practices as per criteria assessed by Sustainalytics. In addition, Besi's S&P Global CSA score increased from 55 in 2024 to 57 in 2025 and our CDP Climate Score improved from C in 2024 to B in 2025.

Progress was also achieved in 2025 to advance Besi's sustainable product design as a core component of its long-term sustainable value creation model. The objective is to create sustainably designed systems through the application of our intellectual capital. As such, we seek to design leading edge assembly solutions with high levels of reliability, yield of defect-free devices and throughput with a lower total cost of ownership including efficiencies in energy and material consumption. Toward this end, we developed an initiative named "Design-to-X" in 2023 which combined Design-to-Cost and Design-to-Sustainability concepts in order to identify sustainability-related improvement opportunities in all product groups while reducing the cost of many mature die attach and packaging platforms. This initiative builds upon the environmentally friendly design enhancements identified in an ongoing collaborative project since 2019 with the University of Applied Sciences and Arts (Lucerne, Switzerland) ("UASA"). The UASA collaboration has led to the creation of roadmaps with the potential to achieve absolute energy savings of approximately 10% per die attach platform over a ten-year period.

As a result, Besi set distinct, annual energy reduction targets in 2024 for all product groups with an initial focus on four die attach platforms. Since 2023, there has been a cumulative energy consumption reduction for three die bonding platforms including 5.0% for our flip chip die bonding, 6.9% for our multi module die attach and 7.1% for our soft solder die bonding product lines. In addition, we have set cumulative energy consumption reduction targets for 2026 of 7.4% and 7.1% for our multi module die attach and epoxy die bonding product lines, respectively. Energy reduction opportunities for these four product lines have been integrated into Besi's strategic planning for 2026. The success of these initiatives demonstrates our ability to reduce customers' total cost of ownership and increase their return on investment while promoting sustainability themes. Growth in Besi's installed base of hybrid bonding and other wafer level assembly systems also contributes to sustainable product design and the benefits thereof via an improvement in the overall performance, speed, efficiency, cost of ownership and energy efficiency of such systems versus those using leadframe and substrate assembly process technologies.

Employee and supplier engagement was also enhanced this year in alignment with our sustainability-related goals and objectives. In the biennial Employee Engagement survey conducted by Willis Towers Watson in 2025, Besi equaled or scored above the high-technology norm in nine out of ten categories. In addition, several initiatives were launched in 2025 to further enhance employee engagement including the introduction of workshops at Besi Switzerland focused on teamwork and effective collaboration on technical projects. Further, an assessment was conducted across the countries in which Besi operates which found that Besi employees receive an adequate wage versus applicable local benchmarks. Besi employee engagement has also been encouraged by a 27% increase in training hours per employee since 2021 and 9% versus 2024. The 2025 increase was due to the introduction of supplementary employee training sessions focused on product quality, applied knowledge and technical competencies at Mecro in the Netherlands and an increased focus on health and safety across our operations.

Besi also experienced improvement in all supply chain engagement indicators versus 2024. Some of the progress was due to increased supply chain participation from initiatives developed, and supplier responses to, our enhanced annual sustainability supplier survey first introduced in 2023. In this regard, we conducted site visits and stakeholder interviews and circulated questionnaires at our principal Asian production facilities to ensure that temporary and contracted third party workers adhered to the standards outlined in Besi's Supplier Code of Conduct. We also engaged with our supply chain through a sustainability briefing roadshow, training sessions and the sharing of sustainability-related knowledge with key suppliers. Since 2024, Besi has integrated sustainability criteria into its supplier Quarterly Business Review ("QBR") scorecard and assigned such criteria a 10% weighting in the final performance review of the year. In addition, sustainability assessments have been incorporated into the annual audits of key suppliers since 2023. Both the QBR and annual audits are validated onsite and through desktop assessments to ensure compliance. Following such assessments, suppliers are categorized into risk categories and are required to develop an improvement plan based on the feedback provided with active involvement from their senior management to ensure effective implementation. Finally, the percentage of purchase volume which answered our Code of Conduct Self-Assessment questionnaire increased from 66% in 2023 to 70% in 2025 marking further progress in our supply chain engagement with Besi's sustainability-related activities.

Basis for preparation of Sustainability Statement

General basis for preparation

As of February 18, 2026, the Corporate Sustainability Reporting Directive ("CSRD") has not yet been transposed into Dutch National Law. However, Besi has prepared the Sustainability Statement in accordance with the European Sustainability Reporting Standards ("ESRS") as adopted by the European Commission. Furthermore, the Sustainability Statement meets the specifications adopted pursuant to Article 8 of the Taxonomy Regulation (Regulation (EU) 2020/852). Besi did not use the option to simplify the Taxonomy Regulation reporting according to the Delegated Regulation (EU) 2026/73.

Besi's Sustainability Statement for the year ended December 31, 2025 has been prepared incorporating the accounts of BE Semiconductor Industries N.V. and its consolidated subsidiaries which are included in the scope of the [Financial Statements](#) as disclosed in Notes to the Consolidated Financial Statements. The financial information used and presented in the Sustainability Statement has been derived from Besi's Consolidated Financial Statements which have been prepared in accordance with IFRS accounting standards as adopted by the European Union.

Besi has not exercised the option to omit a specific piece of information corresponding to intellectual property, know-how or the results of innovations nor has it used an exemption from disclosure of impending developments or matters in the course of negotiation, as provided for in articles 19a(3) and 29a(3) of Directive 2013/34/EU.

Value chain in the Sustainability Statement

In its Sustainability Statement, Besi uses a comprehensive approach when considering its value chain. Our value chain encompasses a range of activities, resources and relationships that are integral to our business model and the external environment in which we operate. Besi's value chain encompasses:

Upstream and suppliers	<p>Besi's suppliers are categorized into the following groups:</p> <ul style="list-style-type: none"> • Fabrication part suppliers: metal (and other materials) parts for assembly. • Module outsource suppliers: modules performing specific tasks to the operation of equipment used for the assembly of Besi's systems. • Vendor part suppliers: complete parts used in the assembly of our systems (e.g. cables, lenses, cameras and controllers). • Service suppliers: providing R&D services as complete solutions or as support to their staff involved in Besi projects.
Own operations	R&D and product design, product assembly and system upgrades, post-sales support and service.
Customers	Our customers are primarily leading multinational chip manufacturers, assembly subcontractors and electronics and industrial companies. Customers are either Independent Device Manufacturers ("IDMs") which purchase our equipment for internal use at their production facilities or foundries/subcontractors which purchase our equipment to assemble packages for third parties on a contract basis. End-user segments include producers of mobile phones, computers and automotives.

In 2023, Besi conducted a Double Materiality Assessment which considered the value chain outlined above and assessed potential sustainability-related impacts, risks and opportunities related to its activities. In addition, all potential stakeholder groups were listed, analyzed and discussed considering (i) the type of stakeholder, (ii) the position of the stakeholder in Besi's value chain and (iii) our impact on the stakeholder and the stakeholder impact on us. This inclusive approach ensures that the interests and concerns of all parties involved in Besi's operations including employees, customers, investors, suppliers and the communities that Besi operates in, are duly considered and addressed.

Besi's policies are designed to cover all its stakeholders. Such policies, including our Sustainability policy, Code of Conduct, Supplier Code of Conduct, Human Rights policy and Anti-Corruption and Bribery policy, outline Besi's commitments and responsibilities to its stakeholders and provide a framework for how Besi intends to conduct its business in a responsible and sustainable manner for the benefit of all stakeholders.

Reporting scope for sustainability metrics

The metrics in this Sustainability Statement cover all entities that belong to the scope of the Consolidated Financial Statements (see [Note 2](#) Principles of consolidation in the Notes to the Consolidated Financial Statements) excluding energy data for three sales and service offices (North America, Hong Kong and Thailand) due to their immaterial significance.

At Besi, we believe people are important to build and sustain our growth and development. Besi recognizes the importance of inclusion and diversity in promoting diverse perspectives that contribute to well-informed and resilient decision making. Although Besi has set inclusion and diversity targets for its own workforce, all employment decisions are made on a non-discriminatory basis in accordance with applicable law. Besi has excluded its US employees from the following targets as disclosed in the Targets and Metrics paragraphs of the Own Workforce section:

- Percentage of female employees.
- Percentage of female managers relative to our total employees.

Time horizons

The reporting period applicable to the Sustainability Statement is the same as the reporting period for the Financial Statements. Therefore, all sustainability data is reported as of December 31 of the reporting year end. Unless stated otherwise, this report follows the definitions of the time horizons (short-, medium- and long-term) outlined in the ESR5. Alignment with previously set sustainability targets and the climate-related scenario analysis explains why potentially different time horizons may be utilized in this report.

Value chain data

The majority of the data and information disclosed in this Annual Report is based on actual group and value chain data. Where actual data was unavailable, we used our best estimates and stated this explicitly. We used approximations and estimates for reporting certain data points such as our Scope 3 emissions. To calculate certain Scope 3 emission categories, we used estimations for non-material categories following the GHG Protocol Methodology. The details are provided in the Environment section. We intend to improve our data granularity in calculating Scope 3 emissions attributed to our suppliers by replacing industry average data with supplier specific carbon footprint data as part of our supply chain engagement efforts.

Sources of estimation and outcome uncertainty

The preparation of Besi's Sustainability Statement requires management to make judgements, estimates and assumptions that could affect the information reported. Such estimates and assumptions are based on experience and various other factors believed to be reasonable under the circumstances and are reviewed on an ongoing basis. The Sustainability Statement includes prospective information such as ambitions, objectives, milestones, targets and expectations. It is important to note that actual performance may differ in the future, making this information inherently uncertain. We present quantitative data alongside comparative data from the previous financial year for context and clarity. No definitions have changed compared to last year's Sustainability Statement. There were no errors in prior reporting years that needed to be disclosed.

Most of the quantitative data is directly derived from our operations and value chain. It is clearly stated in the corresponding chapters if we have used alternative methods for computation such as estimations or extrapolations. We disclose the basis of preparation (i) for each material topic and reported dataset where applicable, (ii) the resulting level of accuracy, (iii) the estimation of outcome uncertainty and (iv) any planned actions to improve the accuracy and outcome uncertainty of sustainability information for future iterations of the Sustainability Statement.

Use of phase-in provisions

The Appendix C List of phased-in Disclosure Requirements of the ESRs 1 sets phase-in provisions for the Disclosure Requirements or datapoints that may be omitted. In July 2025, Appendix C was updated through the Delegated Regulation (EU) 2025/1416 which amends Delegated Regulation (EU) 2023/2772. Besi has omitted the following information in its Sustainability Statement:

- ESRs 2 SBM-1 paragraph 40(b) (breakdown of total revenue by significant ESRs sector) and 40(c) (list of additional significant ESRs sectors).
- Material impacts, risks and opportunities and their interaction with strategy and business model: ESRs 2 SBM-3 paragraph 48(e) (anticipated financial effects).
- Anticipated financial effects from material physical and transition risks and potential climate-related opportunities: ESRs E1 (E1-9).
- Metrics related to social protection: ESRs S1 (S1-11).
- Metrics related to work-life balance: ESRs S1 (S1-15).

External review

The data and KPIs of Besi's Sustainability Statement are reviewed by an independent third-party verifier, EY Accountants B.V., in compliance with the applicable regulation on the disclosure of sustainability information. EY Accountants B.V. provided limited assurance on the Sustainability Statement. Their assurance report is included in [Other Information](#) in this Annual Report. There is no metric validated by an external body other than the assurance provider.

Strategy, business model and value chain

Our products and services

Besi is engaged in one line of business: the development, manufacturing, marketing, sales and service of semiconductor assembly equipment for the global semiconductor and electronics industries. Our principal product and service offerings are set forth below:






- Die attach equipment: single chip, multi chip, multi module, flip chip, epoxy and soft solder die bonding systems, hybrid, TCB and embedded bridge die bonding, die lid attach and fan out wafer level packaging.
- Packaging equipment: conventional, ultra-thin and wafer level molding, trim and form and singulation systems.
- Plating equipment: tin, copper, precious metal and solar plating systems and related process chemicals.
- Services/Other: tooling, conversion kits, spare parts and other services for our installed base of customers. Service and spares revenue together represented 15% of total revenue in 2025.

As indicated in our EU Taxonomy assessment, 87% of turnover was eligible under Circular Economy ("CE") objectives, 85% of Capital Expenditures ("CapEx") were eligible under CE objectives and 36% of Operating Expenses ("OpEx") were eligible under CE objectives provided in Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulation"). Moreover, we deliver systems which can potentially be used by end consumers for a variety of resource efficient applications within the automotive, communication and high-performance computing industries.

Our customers are primarily leading multinational chip manufacturers, foundries, assembly subcontractors and electronics and industrial companies. Customers are either Independent Device Manufacturers ("IDMs") which purchase our equipment for internal use at their production facilities or foundries/subcontractors which purchase our equipment to assemble packages for third parties on a contract basis. Our customers tend to be long-term partners, implying there has been no change over the past year with respect to additional markets or customers. We are a global company with headquarters in Duiven, the Netherlands. We operate eight facilities in Asia and Europe for development and production activities as well as 13 sales and service offices across Europe, Asia and North America. Besi does not have any restrictions on the sale of its products other than sales to sanctioned countries. We employed a total of 1,928 personnel at December 31, 2025, of whom 1,308 were based in Asia and 620 were based in Europe and North America.

Besi's mission is to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications and to exceed industry average benchmarks of financial performance. We also strive to create long-term value for stakeholders and operate our business in a sustainable way respecting both the environment and society.

SUSTAINABILITY RATING TRENDS

ESG rating agent	2021 Score	2024 Score	2025 Score	Current ranking
 MSCI	BBB	AA ↑	AA	Besi attained second highest possible MSCI ESG Rating
 SUSTAINALYTICS	17.8	12.9 ↑ Low risk	9.4 ↑ Negligible risk	Besi ranked third out of 366 within the semiconductor industry
 ISS ESG	C-	C+ ↑	C+	Besi achieved Prime Status within industry
 S&P Global	39	55 ↑	57 ↑	Besi achieved score of 57 vs. peer group average of 29
 CDP	C	C	B ↑	Besi improved CDP climate score to B

Description of business model and value chain

Long-term success in the assembly equipment industry requires technological leadership, customer alignment, system reliability and high levels of accuracy in 24/7, high volume production environments. Other key factors include production flexibility and scalability in response to volatile shifts in demand for an industry whose cycle times have become ever shorter. We also recognize the importance of sustainability considerations in the development of our strategy such as our carbon footprint, the sustainable performance of our systems and the development of a business culture which is diverse, respects the rights of our employees and promotes the skills and talents of our personnel. Besi's business strategy has been developed with these considerations in mind. One of our top priorities is the maintenance of technological leadership in the advanced packaging segment of the industry. This is the most rapidly growing part of our business with the greatest potential for future growth. We aim to leverage Besi's technological leadership position to generate higher levels of through-cycle revenue, profitability and cash flow via a highly scalable and flexible production model. Weekly analyses of order development and

the supply chain combined with disciplined cost control efforts have enabled us to respond rapidly to changing market conditions, retain superior margins and generate high levels of cash flow to support a shareholder friendly capital allocation policy.

Over the past decade, Besi has delivered strong growth and value creation for all stakeholders while conducting its business in a responsible and sustainable manner. Besi's dedicated focus on advanced packaging, technological leadership, expansion into new sub-micron accuracy die bonding markets for AI applications including hybrid bonding and leading edge thermo compression bonding and the disciplined execution of strategic and other initiatives as described in the Strategy section, has created a leader in the assembly equipment market with superior through-cycle performance and strong financial metrics.

In general, Besi funds its operations and sustainability strategy through available cash and deposits on hand, cash generated from operations and, in some instances, funds the operations of its subsidiaries through intercompany loans and borrowings under its banklines of credit. Besi allocates financial resources to acquire the inputs for its business model including (i) R&D investment for next generation assembly applications, (ii) investment in its employees and internal operations, (iii) the sustainable procurement of raw materials and energy sources and (iv) collaboration throughout our value chain.

BESI'S LONG-TERM SUSTAINABLE VALUE CREATION MODEL

CAPITALS	INPUT	OUTPUT	IMPACT	STAKEHOLDERS
Intellectual	<ul style="list-style-type: none"> Significant investment in research and development Know-how of our people Our intellectual property 	<ul style="list-style-type: none"> Leading edge assembly solutions Sustainably designed systems Partnership with industry leaders 	Environmental footprint <ul style="list-style-type: none"> Promote cleaner environment. Mitigate climate change Longer battery life in electronics Lower power consumption and heat dissipation in smartphones Lead free content in PCBs Reduced waste, water, energy, packaging and hazardous materials More efficient solar cells Electric vehicle usage Reduced greenhouse gas emissions 	Customers
Human	<ul style="list-style-type: none"> 1,928 worldwide fixed employees Flexible workforce Responsible ethics, labor and tax practices 	<ul style="list-style-type: none"> Committed and engaged employees Long-term customer relationships Increased customer satisfaction Expand addressable market 		Employees
Natural	<ul style="list-style-type: none"> Minerals, metals and other raw materials Natural and renewable energy sources 	<ul style="list-style-type: none"> Recyclable materials Lower carbon footprint Higher % of renewable energy Conservation of natural resources 	Digital society <ul style="list-style-type: none"> Promote new applications in digital society Smart infrastructure, manufacturing and homes Better communication, mobility, medical care and security 	Society and Nature
Industrial	<ul style="list-style-type: none"> Our global production and supply chain Components, modules and semi-finished products we purchase 	<ul style="list-style-type: none"> Value-added assembly Scalable, sustainable and responsible supply chain Flexible production model 		Employees and workers in the value chain <ul style="list-style-type: none"> Provide safe and healthy working environment Invest in wellbeing of employees Promote training, local sponsorship, investments, inclusion and diversity and human rights
Financial	<ul style="list-style-type: none"> Strategic planning Capital allocation Capital markets funding Acquisitions 	<ul style="list-style-type: none"> Attractive financial metrics € 1.5 billion returned to shareholders (5 years) Average ROAE of 39.5% (5 years) Total shareholder return 216% (5 years) 	Shareholders <ul style="list-style-type: none"> Offer attractive total long-term returns 	Shareholders

Key elements of our sustainability strategy aim to exceed the challenging milestones and targets set by Besi for 2026 and 2030. In the Environmental and Social sections of this Sustainability Statement, we detail how such targets were created, how we formulate, market and sell our products and the way we intend to interact with our suppliers, customers and shareholders in the future:

- Customers increasingly seek products that are sustainable, environmentally friendly and ethically produced. Our management of sustainability issues is formulated with sustainable design as a key component in order to build strong relationships, attract customers and increase our revenue growth.
- Investors in European, North American and Asian markets are increasingly considering sustainability and sustainability themes as part of their investment process.
- A high quality, flexible and scalable supply chain is critical to satisfying customer needs in a cyclical business and our long-term success. As such, we frequently engage with our suppliers to ensure that they mitigate any potential negative impacts and/or risks.

Besi value chain

Besi's ambition is to collaborate with stakeholders throughout our value chain and improve the sustainability-related practices of our industry. Based on the DMA, Besi has a material impact on the climate change in its own operations, supply chain and downstream clients' operations, and a material impact on the workers in the value chain, specifically focusing on suppliers' workers. We are committed to improving our climate change impact and the processes of our supply chain through a number of initiatives as described in the sections Environment and Social of this Sustainability Statement.

We continuously work on the enhancement of policies and procedures to improve the sustainability practices of our supply chain. As such, a key focus of our supply chain engagement efforts over the medium-term will be to further enhance the granularity of our upstream Scope 3 emission data, the adoption of renewable energy by our suppliers and the implementation of a human rights due diligence process.

Besi's value proposition

Besi aims to provide global semiconductor manufacturers and subcontractors with a compelling value proposition consistent with market requirements and new product development roadmaps which requires:

- Leading edge product innovation for our customers that benefit both investor's total shareholder return and other stakeholders through employment and other positive social impacts.
- Promotion of an environment of collaboration, open discussion and innovation to develop tailored solutions for the marketplace.
- Production of high quality, premium solutions for the marketplace which offer leading edge reliability, performance and longevity and are manufactured according to high ethical business standards.
- A development focus on system efficiency both in terms of environmental impact and productivity/cost savings with a particular emphasis on the sustainable design of our systems.
- A fair and competitive price for our products which delivers the desired quality level and environmental impact expected by our customers.
- Continuous stakeholder engagement in which we embrace open dialogue and knowledge sharing important to an innovation-driven industry and which helps us to identify areas for improvement.
- Interaction with all stakeholder groups on their topics of concern which includes the incorporation of their views into our sustainability strategy.



Besi Netherlands employees participated in the annual event "NL Doet", an event focused on volunteer work and social services.

Sustainability strategy

We strive to create long-term value for our stakeholders and operate our business in a sustainable way, respecting the environment, our own employees and wider society. Besi is committed to running its operations in accordance with internationally recognized standards and best practices and to promote sustainability with all stakeholders through the reporting of material sustainability topics on an annual basis in line with international and regulatory standards.

SUSTAINABILITY PROGRESS

	2026 Interim Target	2025 Progress
Environmental Factors	75% reduction in absolute Scope 1 & 2 emissions vs. 2021	97% reduction in absolute Scope 1 & 2 emissions vs. 2021
	85% electricity from renewable sources	99% electricity from renewable sources
	Develop targets for sustainable design	Targets set; 5-7% energy reduction achieved for three of four die attach product lines
Social Factors	Increase % female employees to 19%	17% female employees achieved
	Increase investment in employee training to ≥ 21 working hours per employee per year	33 training hours per employee achieved
Responsible Business	70% Purchase Volume audited	65% Purchase Volume audited
	75% Purchase Volume to sign CFSI	73% Purchase Volume signed CFSI
	80% Purchase Volume to sign GWA or GPC	79% Purchase Volume signed GWA or GPC

As a result, Besi has implemented processes to optimize its governance, risk management, data collection, supplier engagement and sustainable design for all sustainability matters identified as material by our Double Materiality Assessment. To this end, the strategy explicitly considers the impact of sustainability-related risks and opportunities on Besi's business, strategy and financial planning. In addition, the strategy includes Besi's goals and ambitions with specific targets identified to guide our activities until 2030 and which sets the objective of net zero carbon emissions by 2050.

Policies

Besi's sustainability strategy is governed by a set of policies and procedures outlined in the table below. The Board of Management is responsible for creating a policy framework that addresses the material impacts, risks and opportunities in Besi's operations and value chain. Each policy is reviewed and updated (if relevant) annually in the fourth quarter. The Supervisory Board approves each new policy as well as any annual policy reviews and updates.

Policy	Content of the policy	Scope	Policy availability
Sustainability Policy	<p>This policy provides a foundation for the management of BE Semiconductor Industries N.V. ("Besi" or the "Company") across the environmental, social and governance aspects of our business related to both our operations and our value chain:</p> <ul style="list-style-type: none"> • Environmental: We commit to monitor Besi's environmental performance across material topics through various KPIs. We engage with our suppliers to create awareness of our activities and to implement environmental-related initiatives. We set ambitious targets for our own operations and create awareness amongst our employees. • Social: Besi aims to develop its business in a socially responsible manner for the benefit of all stakeholders. We have an ambition to align with internationally recognized standards across our value chain such as the International Labor Organization ("ILO"). In addition, we seek to offer a working environment where all employees feel safe and secure. • Governance: We acknowledge the importance of good governance, the most important elements of which are transparency, independence and accountability. We conduct our business with high ethical standards and are committed to eliminate any corruption and bribery cases in our operations and our value chain. 	Applies to all Besi operations.	Besi website
Code of Conduct	<p>The Code of Conduct outlines our values which are the essence of our corporate attitude:</p> <ul style="list-style-type: none"> • Respect: We cherish the richness and diversity of cultures in our organization. We promote an open culture in which we respect each other's opinion, feel free to discuss our concerns and give and receive feedback. • Unity: Performing in unity gives us a competitive advantage. We will optimally utilize the synergy in our activities when we work together and share knowledge. • Customer focus: We provide relevant and innovative product solutions and services to the marketplace that meet our customers' needs and exceed our customers' expectations. 	Applies to all Besi employees and non-employees. The code is supported by mandatory training for employees.	Besi website
Human Rights Policy	<p>We believe that respecting human rights is integral to our values and corporate culture and essential for the sustainable success of our business.</p> <p>Our Human Rights policy outlines our commitment to uphold fundamental human principles as set forth in: International Labor Organization Declaration on Fundamental Principles and Rights at Work; The UN Declaration of Human Rights; The UN Global Compact; OECD Guidelines for Multinational Enterprises; The UN Women's Empowerment Principles; UNICEF's Children's Rights and Business Principles; and, The UN International Convention on the Protection of the Rights of all Migrant Workers and Members of Their Families. We are also committed to the International Bill of Human Rights. We believe that respecting human rights is integral to our values and corporate culture and essential for the sustainable success of our business. We aim to create a culture in which every employee feels valued and respected. Although we do not have specific policy commitments for groups at particular risk of vulnerability such as disabled people, persons with serious illnesses and other vulnerable groups, we seek to provide equal opportunities for all employees regardless of identity. Besi also seeks to facilitate diversity throughout our management ranks with targets and milestones set for female managers and female employees. The Human Rights policy explicitly prohibits the use of forced, bonded or child labor in any of our operations or business activities.</p>	Applies to all Besi employees and non-employees. We also expect our suppliers, contractors, and business partners to uphold similar principles.	Besi website

Policy	Content of the policy	Scope	Policy availability
Inclusion and Diversity Policy	<p>This policy elaborates on what inclusion and diversity mean to Besi, what the goals are of the Company and what Besi is doing to promote an inclusive and diverse business culture. Besi aims to promote inclusion and diversity for everyone in the Company, no matter their age, race, ethnic, gender or national origins, sexual orientation, marital and/or parental status, disability or religious beliefs:</p> <ul style="list-style-type: none"> • Inclusion: We aim to create a culture in which every employee feels valued and respected ensuring equal opportunities for employees regardless of identity and which facilitates diversity in career development to the top of the organization. • Diversity: Inclusion and diversity play a crucial role in positioning Besi as a preferred employer in the labour market. • Discrimination: Besi denounces all forms of discrimination. We treat each other honestly and fairly without regard to the others' race, religion, national origin, political affiliation, gender, gender identity, sexual orientation, age and/or physical or mental disability. 	Applies to all Besi employees and non-employees.	Besi website
Conflict Mineral Policy	<p>Our Conflict Mineral policy sets key requirements for our suppliers with regard to conflict minerals (coltan, cassiterite, gold, wolframite) found in the Democratic Republic of the Congo associated with human rights violations and labor and environmental abuses in the region.</p>	Applies to all Besi suppliers. The policy is supported by training for first tier suppliers.	Besi website
Code of Ethics for Senior Financial Officers	<p>The Code of Ethics sets out Besi's expectations with respect to the following topics:</p> <ul style="list-style-type: none"> • Conflicts of Interest. • Compliance with Government Rules and Regulations. • Honest and Ethical Conduct and Fair Dealing. • Accuracy of Books, Records and Public Reports. • Reporting and Compliance Procedures. 	Applies to the principal financial officer and all senior financial officers at Besi and its subsidiaries.	Besi website
Supplier Code of Conduct	<p>Our Supplier Code of Conduct outlines the standards we expect our suppliers to meet in areas such as human rights, product quality, health and safety and the environment. We also ask our suppliers to request that their own suppliers understand and promote Besi's Supplier Code of Conduct. Besi expects suppliers to maintain sound business operations and provide full disclosure of management policies according to the RBA, formerly the Electronic Industry Citizenship Coalition ("EICC").</p>	Applies to all Besi suppliers.	Besi website
Anti-Corruption and Bribery Policy	<p>Besi's Anti-Corruption and Bribery policy outlines the key principles and standards of conduct to prevent corruption and bribery and protect Besi's integrity and reputation. It aims to ensure compliance with all applicable laws and ethical standards in this area. We strive to promote anti-corruption and bribery practices in all aspects of our business, including by referencing our Code of Conduct and the Anti-Corruption and Bribery policy in our suppliers' agreements.</p>	Applies to all Besi employees, non-employees and suppliers. The policy is supported by training for all employees.	Besi website
Whistleblower Procedure	<p>This policy provides the step-by-step actions that are expected in case of a suspicion of misconduct or a suspicion of infringement of EU law. All employees and other stakeholders can raise any concerns related to Besi's Code of Conduct and are strongly encouraged to raise any questions. Such concerns and questions will be treated in confidence. All information that is provided by employees is valued. Retaliation or discrimination for doing the right thing by notifying a suspicion of misconduct or a suspicion of infringement of EU law in good faith is strictly forbidden. Making a notification in good faith requires that the whistleblower act with due care. The recipients of such reports and concerns are experienced, trained and certified professionals. We strive to ensure that the notifier's reputation or relationship with their fellow employees or the Company will not be adversely affected for doing the right thing.</p>	Besi employees and all interested stakeholders can report concerns through our Whistleblower procedure.	Besi website

Policy	Content of the policy	Scope	Policy availability
Grievance Procedure	<p>The purpose of this procedure is to provide a transparent, fair and efficient process for addressing grievances. Besi's Grievance procedure applies to all Besi's employees, contractors, sub-contractors, consultants, interns and temporary workers. It also applies to our suppliers' employees and other workers in our value chain as well as to the other stakeholders who have business relationships with Besi or an interest in improving Besi's business.</p> <p>As outlined in the Grievance procedure, Besi follows a 7-step process for providing, or contributing to, a remedy where it has caused or contributed to a material negative impact on employees, value chain workers or other stakeholders. Employees are encouraged to resolve grievances informally by discussing the issue with their supervisor/manager. However, if the grievance cannot be resolved informally, the complainant can submit a formal grievance via email or call a phone number to the Ethics Counselor at Besi.</p>	Besi employees and all interested stakeholders can report concerns through our Grievance procedure.	Besi website
Climate Transition Plan	The Climate Transition Plan outlines our roadmap for investment in climate impact reduction and the implementation of energy efficiency and renewable energy projects throughout Besi's operations. In addition, we will continue to engage and cooperate with our supply chain to reach Besi's climate-related goals including the reduction of our upstream impact and implementation of sustainable design concepts to improve the downstream impact of our equipment.	Applies across Besi's operations and the Company's upstream and downstream value chain.	
No-Gift and Limited Entertainment Policy	No-Gift and Limited Entertainment policy and Anti-Corruption and Bribery Framework provide a comprehensive guidance for our employees and set a framework aimed at the prevention of corruption or bribery and the thorough investigation of any potential corruption and bribery cases.	Applies to all Besi employees and non-employees.	Besi intranet
Anti-Corruption and Bribery Framework			Besi intranet

Stakeholder engagement

Besi regularly engages with stakeholders to identify business opportunities, issues and risks in order to better assess its long-term sustainable value creation model. Insights are gathered through a variety of channels including dialogue with investors and customers, management reviews, employee surveys and internal and external audits. We identify key stakeholders according to Besi's impact on their interests as well as their ability to influence our business. Our key stakeholders include (i) shareholders, (ii) suppliers (including workers in the value chain), (iii) customers, (iv) employees and (vi) nature based on the stakeholder mapping conducted in 2023.

In 2024, Besi conducted a stakeholder engagement roadshow to validate the results of its Double Materiality Assessment ("DMA"). This initiative sought to assess stakeholder opinion on the results of the DMA and their broader perspective of Besi's material sustainability impacts, risks and opportunities considering the spectrum of topics included in the ESRS. Stakeholder engagement was conducted via moderated interviews with key stakeholders such as investors, customers, suppliers and employees (including representatives of Works Councils and Work Unions representing Besi's employees). Before each interview, the Besi team shared a letter with stakeholders, including pre-reading materials, to help them understand the DMA process, ESRS requirements and how Besi arrived at the conclusion of its DMA. Nature is considered a silent stakeholder whose interests are taken into account when assessing our impact on the environment, designing the Company's sustainability strategy and in our engagement with investors, customers, suppliers and employees.

Stakeholders were also asked to provide their opinion on the most significant sustainability-related:

- Impacts that could affect the environment and people connected to our operations including our upstream and downstream value chains.
- Risks with negative financial effects (potential or actual) arising from sustainability matters which could negatively affect Besi.
- Opportunities with positive financial effects (potential or actual) arising from sustainability matters which could positively affect Besi.
- Topics where Besi could have significant impacts, risks and opportunities not covered by the results of our DMA.

The results of the stakeholder interviews were reviewed and discussed by Besi's Sustainability Team, Management Team and Board of Management. The assessment confirmed stakeholder alignment with our DMA and validated the topics which were considered material. In addition, we would like to highlight:

- There were no significant issues highlighted nor significant impacts, risks and opportunities not already considered material by the DMA.

- Stakeholders stressed the importance of Besi's impact or potential impact on climate change mitigation, human rights, work-life balance and diversity in our operations and across our value chain.
- There was consensus that Besi was not exposed to significant material risks involving severe negative financial effects (potential or actual) arising from sustainability matters. It was considered that Besi had an increased exposure to regulatory-related risks with respect to environmental and human rights topics.
- It was stated by stakeholders that we could benefit from setting more ambitious long-term targets, further enhancing employee engagement and talent attraction and strengthening its dialogue with customers and suppliers on sustainability-related topics in order to fully capture the opportunities available to Besi.

The outcomes of the stakeholder engagement were presented to the Supervisory Board. The list of material topics was reviewed and approved by the Supervisory Board upon the review and discussion of the results of stakeholder engagement. Beyond approval of the DMA, no changes were made to our strategy and/or business model as a result of the engagement roadshow.

We will annually review the DMA and update (if required) our material impacts, risks and opportunities based on the outcomes of this review. In 2025, we reviewed the DMA and Besi's material impacts, risks and opportunities. Based on the below channels of communication and engagement with our key stakeholders, we did not consider it necessary to update the DMA and make any changes to the material impacts, risks and opportunities.

Stakeholder group	The purpose of engagement	How we engage	How the views of stakeholders are taken into account
Shareholders/ Investors	<ul style="list-style-type: none"> Shareholders expect Besi to protect their investment and provide a competitive return on capital while operating responsibly as a corporate citizen. Both existing and new investors have shown increased interest in sustainability and have specific sustainability criteria with which to evaluate Besi's performance. 	<ul style="list-style-type: none"> Shareholders are engaged through an active investor relations program including quarterly and annual conference calls, roadshows, conferences, site visits, analyst presentations and Besi's Annual General Meeting ("AGM"). We maintain close contact with investors in Europe, North America and Asia. We conduct regular meetings with investment professionals and encourage them to ask questions during our earnings calls, meetings, conferences and at our AGM. We engage in important face-to-face dialogue and receive valuable feedback about our business and sustainability topics. Continued working with the key sustainability rating agencies to update our investors on the progress of our sustainability strategy. 	<p>The views of shareholders/investors are considered to:</p> <ul style="list-style-type: none"> Validate results of the DMA. Review Besi's sustainability strategy and governance. Set targets related to Scope 1 & 2 and Scope 3 emissions. Collect key performance indicators that provide investors and shareholders with an overview of Besi's progress. Engage with ESG rating agencies and voluntary reporting initiatives.
Suppliers (including workers in the value chain)	<ul style="list-style-type: none"> Maintaining a responsible supply chain is an important part of our business model and strategy. A high quality, flexible and scalable supply chain is critical to satisfying customer needs in a cyclical business and to the long-term success of our business. We seek to build long-term, mutually beneficial relationships with our suppliers. We are expanding our efforts to ensure that all suppliers can match Besi's own environmental and ethical standards. 	<ul style="list-style-type: none"> We engage with suppliers through direct dialogue, site visits and audits. We perform annual third-party external audits for all significant production and development facilities with respect to supplier ISO 9001, ISO 14001, ISO 45001, and RBA capabilities. We work together with suppliers to lower our joint environmental footprint, create sustainable products and supply chains and assess and mitigate social, health, safety and ethical risks. Training sessions are provided to suppliers to enhance their practical understanding of GHG emissions accounting. We have also initiated supply chain engagement initiatives aimed at promoting the adoption of renewable energy by our largest suppliers. We integrate sustainability criteria into our supplier Quarterly Business Review ("QBR") scorecard and assigned such criteria a 10% weighting in the final performance review of the year. A total of 86 suppliers representing 65% of the planned annual audit coverage were audited which included 48 of Besi APac's suppliers and 38 of Besi Leshan's suppliers. We continued to engage suppliers on the origin of imported steel and iron due to the introduction of EU restrictions. 	<p>The views of suppliers are considered to:</p> <ul style="list-style-type: none"> Validate results of the DMA. Review Besi's Supply Chain engagement and improvements to the sustainable design of Besi's products. Develop policies and procedures to which we expect adherence by our suppliers. Set sustainability-related targets for our supply chain such as our Scope 3 emission reduction targets. Collect raw data to measure Besi's performance and progress against targets.

Stakeholder group	The purpose of engagement	How we engage	How the views of stakeholders are taken into account
Customers	<ul style="list-style-type: none"> Building strong relationships is important to attract customers and to our revenue growth. Providing superior customer support is critical to maintaining strong relationships. Besi's customers increasingly seek products that are sustainable, environmentally friendly and ethically produced. Our sustainability strategy is formulated with sustainable design as one of its key components. 	<ul style="list-style-type: none"> Customer satisfaction is an important measure to gauge customer fulfilment. We have a very experienced team of approximately 250 sales and service people globally which maintain customer relationships and engage key customers on topics such as device roadmaps, assembly equipment requirements and future market trends. We conduct annual customer satisfaction surveys to assess existing relationships and identify areas for improvement. Customer satisfaction scores have remained high over the past five years. In 2025, customers were particularly satisfied with the reliability, durability and performance of Besi's systems. We engage with customers to ensure that our products meet their environmental and social standards. We engage with key customers on sustainability-related surveys and scorecards and by responding to requests and queries via the CDP platform. 	<p>The views of customers are considered to:</p> <ul style="list-style-type: none"> Validate results of the DMA. Review Besi's performance against key metrics and future sustainable design innovations. Develop internal policies and procedures. Set sustainability-related targets to ensure that Besi's goals are aligned with customer expectations.
Employees	<ul style="list-style-type: none"> Besi considers satisfied and engaged employees as a key ingredient for its successful growth. Employees expect Besi to have high social and ethical standards in the conduct of its business. Employees also expect us to provide them with equal treatment and opportunities, safe working conditions and career development potential. Our sustainability performance and engagement will become increasingly important in attracting and retaining talent. 	<ul style="list-style-type: none"> We promote an atmosphere of open dialogue between managers and employees. During performance appraisals, both employees and managers are encouraged to voice their concerns in a collegial exchange. Employee interests are also communicated in a more institutional way via local European Works Council representations. In Europe, we hold meetings with Works Councils twice a year to listen to the views of employees and communities. We conduct Town Hall meetings for all employees on a quarterly basis to inform them as to current business and financial developments. We have launched sustainability resource pages in certain locations to educate and engage our employees about Besi's sustainability strategy and progress. We conduct biennial employee engagement surveys. Our most recent 2025 survey had a high level of participation (91%) and level of engagement (88%). 	<p>The views of employees are considered to:</p> <ul style="list-style-type: none"> Validate results of the DMA. Assess potential improvements to the working conditions at each location. Review how we can ensure that Besi's employees have a preferable work-life balance. Improve performance-related to employee engagement and career development, inclusion and diversity and health and safety.

Double Materiality Assessment



Description of the process to identify and assess material impacts, risks and opportunities

In 2023, Besi conducted a Double Materiality Assessment (“DMA”) across all business segments and activities. In 2024, we validated the results of the DMA with our stakeholders. An external third-party supported Besi during the DMA to ensure the adoption of a robust and objective methodology. In 2025, we reviewed the material impacts, risks and opportunities identified by our 2024 DMA. The review included a peer analysis and interviews with the Management Team including the SVPs of the Product Groups responsible for the management of Besi’s product group operations and the SVP Global Operations. The review concluded that the list of material topics identified in 2024 continues to address the material impacts, risks and opportunities that Besi is exposed to and that there have been no developments over the past year to suggest otherwise. As such, the list of material impacts, risks and opportunities validated by the DMA review was approved by the Board of Management and the Supervisory Board in 2025. We aim to perform a thorough DMA which includes an engagement roadshow to understand our stakeholders’ views on our impacts, risks and opportunities within the context of an evolving landscape.

Besi will continue following the global and regional sustainability developments, regulatory environment and sector initiatives and will review its DMA results in 2026.

Besi considers sustainability-related impacts, risks and opportunities across three time horizons:

Short-term	<1 year	In line with the annual financial reporting.
Medium-term	1-5 years	This period is considered the timeframe for major product and market trends in alignment with our five-year planning cycle.
Long-term	>5 years	Impacts, risks and opportunities that align to longer-term trends.

Our process for determining materiality can be summarized by the following eight steps:

1. Create overview of business activities, value chain and relationships

In the first step, we defined the activities, business relationships and geographies relevant to Besi’s business model, value chain, value proposition, key suppliers, customers groups, cost structure and revenue streams. The DMA included a focus on factors that may increase the risk of adverse impacts such as our business relationships with customers who may have a relatively larger environmental impact due to their status as large global semiconductor manufacturers. In addition, we evaluated both the environmental and societal impacts of Besi’s own operations and those resulting from its business relationships with suppliers, customers and downstream users beyond direct customers. For this step, we also reviewed our sustainability strategy and conducted a high-level identification of the impacts we have on the environment and society which used input parameters such as information from our supply chain due diligence and sustainability-related data for Besi’s operations, its subsidiaries and value chain.

2. Stakeholder mapping exercise

During the stakeholder mapping exercise, Besi's business model was analyzed to understand which stakeholders are, or are likely, to be affected by and influence Besi's operations and upstream and downstream value chains. All potential groups of stakeholders were analyzed based on geography, stakeholder type, the position of the stakeholder in our value chain, our impact on the stakeholder and the stakeholder group's impact on Besi. This resulted in the creation of a list of 22 stakeholder groups who were identified and classified as either affected by and/or influencing Besi. These stakeholder groups were prioritized based on a set of thresholds for Besi's impact on a stakeholder and a stakeholder influence on Besi. As a result, we prioritized our employees, customers, suppliers, workers in the value chain, investors and nature as Besi's key stakeholder groups.

3. Identification of impacts, risks and opportunities

A list of potential material sustainability matters was created and assessed against the complete ESR5 list of topics according to ESR5 1 General Requirements Appendix B. Sustainability matters for the purpose of this list are as defined in Article 2, point (24) of Regulation (EU) 2019/2088 of the European Parliament and the Council, i.e. environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters and governance factors.

An initial long list of sustainability matters was benchmarked against different sources including Besi's 2023 materiality assessment, Besi's 2023 enterprise risk management exercise, the topics ESG rating agencies considered material for Besi's industry, the materiality analyses of industry peers and industry standards such as SASB. We narrowed down the long list based on workshops with internal subject matter experts. Specifically, such topics were discussed with the Management Team including the SVPs of the Product Groups responsible for the management of Besi's product group operations and the SVP Global Operations.

Impacts, risks and opportunities were defined for each shortlisted sustainability topic. It was assumed that these impacts could be positive or negative, actual or potential and interconnected. In addition, it was assumed that a sustainability impact and/or dependency could be or become financially material in time. The severity and likelihood of certain impacts, risks and opportunities was not immediately clear for some topics such as water use, pollution and the circular economy. For such topics, Besi conducted further internal assessments to consider the impact of our product groups on the environment and/or society as well as the share of revenue for which each product group was responsible.

For all topics we assessed all relevant criteria to identify impacts, risks and opportunities relevant to Besi's geographical locations, business activities, and specifics of the sector.

ESRS E2 Pollution, ESRS E3 Water and marine resources, ESRS E4 Biodiversity and ecosystems and ESRS E5 Resource use and circular economy were not considered to be material after having reviewed our operations and both our upstream and downstream value chain. The review consisted of (i) identifying potential pollution-related impacts, risks and opportunities, (ii) interviewing senior management and (iii) analyzing our climate risk assessment and scenario analysis. Besi determined that it does not have significant pollution sources nor use of water, is not operating in biodiversity sensitive areas and does not have material impact nor financial effects related to CE topics. In relation to ESR5 G1 Business conduct, we reviewed all relevant criteria to identify the impacts, risks and opportunities relevant to Besi's geographical locations, business activities, specifics of the sector, relationship with suppliers and other business partners as well as anti-corruption and bribery practices and procedures.

4. Impact materiality and financial materiality assessment

The short-list of sustainability topics was analyzed according to an inside-out approach for impacts (impact materiality) and outside-in approach for risks and opportunities (financial materiality).

Determining impact materiality

To determine the impact materiality of the sustainability topics, Besi's Management Team assessed the Scale and Scope of Impact, Irremediability (for negative impact) and Likelihood for the potential impact which allowed management to define the severity of negative impacts and the scale and scope of positive impacts on a defined quantitative scale. Both positive and negative impacts were considered throughout our value chain. Quantitative indicators were used to score the Scale, Scope and Likelihood of a positive impact, using qualitative criteria. For instance, for the Scope of the Positive impact, the scale went from "0 = None" to "5 = Global, substantial number of people affected". A similar scale was used for a negative impact with the addition of Irremediability which went from "0 = fully remediable" to "5 = non-remediable or irreversible".

Given the strategic discussions with the Management Team and the results of the impact materiality assessment, we set a threshold score for both positive and negative impact scores considered material to the environment or society. The Management Team set a strategic objective to focus on the topics where Besi has high impact on the environment and society.

Determining financial materiality

To determine the nature of effects for the financial materiality as per each sustainability topic, Besi assessed the actual and potential financial impact on revenue (including our ability to rely on existing relationships needed in business processes and our ability to build new business relationships), the impact on the cost and availability of resources and

the impact on the cost associated with sustainability (such as litigation and the cost to meet regulatory requirements). We also considered dependencies on natural, human and social resources and took into account the likelihood that risks and opportunities could occur and the potential magnitude of financial effects. The magnitude of impacts on revenue, relationships and cost of resources were rated on a scale from 0 to 5 which was measured using data of the 2022 financial year on the percentage of revenue and costs that could be impacted by the sustainability topics. Each financial risk and opportunity was assigned a probability from "0 = not possible" to "1 = probability that the scenario or forecast will materialize is certain". Such ratings were then reviewed and validated by the Management Team, Internal Audit and Control, Sustainability and Finance teams.

To assess the materiality of these financial risks and opportunities, the Management Team set a threshold for all medium- and high-level risks and opportunities to be considered as material which represented a positive or negative impact on revenue greater than € 3.6 million and/or the impact on the cost of natural, human and financial resources being greater than € 2.1 million.

5. Prioritization of topics based on impact and financial materiality

Once the thresholds for impact materiality and financial materiality were set, Besi prioritized the impacts, risks and opportunities considered material to the business. Specifically, it was observed that many of the topics causing high impact materiality led to potential medium financial risks and opportunities to our business implying there was some direct correlation between the identified impacts and dependencies of Besi and the risks and opportunities faced by Besi.

The DMA process requires Besi to make key judgements and use thresholds and it may also be influenced over time by sector-specific standards to be adopted. Besi will continue to monitor such sustainability impacts, risks and opportunities and review the DMA on an annual basis to ensure a continued focus on the topics most financially material to Besi and which pose the largest material impact on the environment and society in which we operate.

6. Board of Management and Management Team approval







The results of the Impact and Financial Materiality assessments were discussed with the Board of Management and Management Team. Ahead of the stakeholder validation process, the Board of Management and the Management Team approved the DMA process and the outcomes of the assessment.

7. Stakeholder validation

As described in the Stakeholder Engagement section, the results of the DMA were reviewed and validated by Besi's stakeholders in 2024 including affected stakeholders such as investors and employees. In addition, Besi's key stakeholders did not highlight any significant issues or impacts, risks and opportunities not covered by the results of DMA.

8. Supervisory Board approval

The following table includes the final list of material topics approved by the Supervisory Board.

Sustainability standards	Sustainability topics	Value chain	Financial risk or opportunity	Impact description	Type of impact*	Time horizon	Included sub-topics in the context of ESR5
ESRS E1 Climate Change	Energy and renewable energy	Upstream and suppliers	Risk related to inability of Besi and its suppliers to acquire a sufficient level of renewable energy due to increased global demand.	Contribution to global warming through Besi's value chain energy use (gas, diesel, petroleum and electricity).		Short- and medium-term	Energy consumption.
		Own operations					
		Downstream	Risk of failure to meet new regulations and customer requirements regarding energy efficiency.				
	Climate change mitigation	Upstream and suppliers	Transitional and physical climate-related risks such as reputational damage or extreme weather conditions.	Contribution to global warming from our Scope 1 & 2 and Scope 3 emissions.		Short- and medium-term	Climate change mitigation.
		Own operations					
		Downstream					

*  Actual positive impact  Actual negative impact  Potential positive impact  Potential negative impact

Sustainability standards	Sustainability topics	Value chain	Financial risk or opportunity	Impact description	Type of impact*	Time horizon	Included sub-topics in the context of ESRS
ESRS S1 Own Workforce	Working conditions	Own operations	Opportunities for employee engagement, talent attraction and retention which may lead to business growth.	Impact on employee wellbeing due to working conditions such as work-life balance.	+	Short- and medium-term	Secure employment, working time, adequate wages, work-life balance, training and skills development.
	Health and safety	Own operations	Regulatory and reputational risks of non-compliance, failure of practices and/or potential litigation.	Incidents that can result in injury or work-related illness.	□	Short-, medium- and long-term	Health and safety.
	Diversity and inclusion	Own operations	Opportunities for employee engagement, talent attraction and retention which may lead to business growth.	Impact on employee wellbeing due to a working environment that is diverse, equitable and inclusive.	+	Medium-term	Diversity, gender equality and equal pay, employment and inclusion of persons with disabilities.
	Human rights	Own operations	Violation of the human rights of Besi's employees which could lead to severe reputational damage and the unavailability of workers.	Potential human rights violations of employees such as violence and harassment in the workplace.	□	Short-, medium- and long-term	Measures against violence and harassment in the workplace, child labor, forced labor in own operations.
ESRS S2 Workers in the Value Chain	Working conditions	Upstream and suppliers	Risk of non-compliance with employment contracts resulting in the interruption of critical supplies and services to Besi.	Potential negative impacts on the workers in supply chain related to working conditions.	□	Medium-term	Secure employment, working time, adequate wages, work-life balance, training and skills development.
	Health and safety	Upstream and suppliers	Risks of legal or regulatory sanctions, litigation, financial loss or damage to reputation caused by non-compliance with regulations or company practices.	Incidents that can result in injury or work-related illness.	□	Short-, medium- and long-term	Health and safety.
	Human rights	Upstream and suppliers	Employment and reputational risks in the supply chain.	Potential human rights violations of supply chain employees such as forced labor.	□	Medium-term	Measures against violence and harassment in the workplace, child labor, and forced labor.

* + Actual positive impact - Actual negative impact ⊕ Potential positive impact □ Potential negative impact

Sustainability standards	Sustainability topics	Value chain	Financial risk or opportunity	Impact description	Type of impact*	Time horizon	Included sub-topics in the context of ESR5
ESRS G1 Business Conduct	Anti-corruption and bribery	Upstream and suppliers	Reputational risk of financial loss or damage due to inability of suppliers to meet requirements of the Supplier Code of Conduct.	Impact on society due to the business conduct of Besi's suppliers through bribery and corruption.	□	Medium- and long-term	Prevention and detection of corruption and bribery including training, and incidents of corruption and bribery.
	Corporate culture	Own Operations	Upholding our culture so that colleagues act ethically and collaborate to improve Besi's reputational image and relationship with suppliers.	Impact on Besi's employees from the business ethics and behavior of Besi.	+	Short- and medium-term	Corporate culture, and protection of whistleblowers.

* + Actual positive impact - Actual negative impact ⊕ Potential positive impact □ Potential negative impact

Material impacts, risks and opportunities and their interaction with Besi's strategy and business model

Besi's business strategy has been developed understanding that long-term success in the assembly equipment industry requires technological leadership, customer alignment, system reliability and high levels of accuracy in high volume production environments. Other key factors include production flexibility and scalability in response to volatile shifts in demand for an industry whose cycle times have become ever shorter. As a result, Besi's group-wide risk management assessment has historically focused on any type of sustainability-related risk or opportunity that could impact our strategy, operations, financial performance and compliance with government rules and regulations.

The current financial effects of Besi's material risks and opportunities on its financial position include:

- Revenue: Besi's material social-related opportunities are currently perceived to have a positive impact on our revenue development as our working conditions and corporate culture contribute positively to our revenue development.
- CapEx: Besi's material environmental risks and opportunities require capital investments in climate change mitigation activities across our operations and our value chain including the implementation of a Design-to-X concept, energy efficiency projects and renewable energy use by our customers and suppliers.
- OpEx: Besi's material risks and opportunities currently lead to an increase in our OpEx due to the creation of a comfortable working environment, career development and supplier engagement including supplier audits and regulatory compliance.

Due to the complexity and interconnectedness of business activities, it is not possible to separate costs and revenues to the granularity required to accurately quantify the financial effects of these impacts, risks and opportunities on Besi's revenue, CapEx and OpEx.

Sustainability-related investments are integrated into Besi's overall strategic decision-making and typically form part of broader investments with multiple objectives. The allocation of financial resources is subject to the business, regulatory, and external environment to which Besi is exposed. However, financial resources related to Besi's impacts, risks and opportunities are not considered significant.

The anticipated financial effects of Besi's material risks and opportunities on its financial position include:

- Revenue: We believe that Besi's material environmental risks and opportunities will positively impact revenue development in the medium-term as customer preferences for sustainability performance increase.
- CapEx: The largest sustainability-related CapEx will be related to our climate-related risks and opportunities as detailed in the Climate Transition Plan section of this Sustainability Statement.
- OpEx: There is the potential for increased OpEx related to regulatory compliance, litigation costs, fines or penalties.

We also recognize the importance of sustainability impact considerations in the development of our strategy such as our carbon footprint, the sustainable performance of our systems and the development of a business culture which respects human rights and the rights of our employees. To this end, we strive to create a diverse workforce which promotes the skills and talents of our personnel and employees in our value chain. Our impacts are linked to our business strategy and business model through the application of our key principles to Besi's operations and value chain as detailed in our Sustainability policy.

We do not have sustainability-related material risks and opportunities for which there is a significant risk of material adjustment to the carrying amounts of assets and liabilities reported in our Financial Statements for the next annual reporting period.

Resilience of strategy and business model regarding capacity to address material impacts and risks

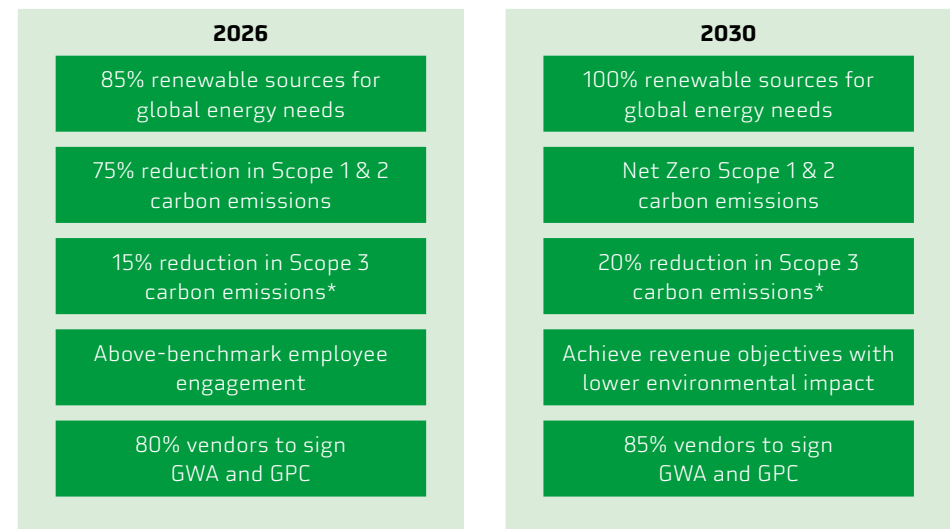
In 2022, Besi conducted a climate-related scenario analysis used to test our resilience to climate-related risks and opportunities across the short-, medium- and long-term. After having completed the DMA in 2024, Besi initiated a consultation process with internal stakeholders to assess the resilience of our strategy and business model to address the material impacts, risks and opportunities considered in both the scenario analysis and the DMA.

An overview of the results is outlined below:

- **Climate change:** Besi is relatively resilient to future regulation and reputational risks due to its climate mitigation activities which are summarized in the Climate Transition Plan section. In addition, Besi has identified the high-risk locations in its operations where the physical effects from climate change are most prominent and put mitigation plans in place to deal with weather events such as flood defenses. We have a diversified pool of suppliers to help ensure that we are not materially impacted by a disruption to a single supplier or area in the event such impacts occur in our supply chain.
- **Own workforce:** We address human rights, working conditions and health and safety in our sustainability strategy. As a result, we can reduce potential employment, reputational and legal risks by ensuring that policies and procedures are set for employees and senior management to follow such as the Human Rights policy. Besi has also received ISO 45001 "International Organization for Standardization standard for management systems of occupational health and safety" certifications for seven out of its eight operations. It is also well communicated company-wide that any employee can use the Whistleblower procedure and Grievance procedure to raise a complaint. In addition, one of the most important aspects of our long-term success is the ability to attract, motivate and retain a skilled workforce in a highly competitive semiconductor equipment industry. As set forth in our Sustainability policy, we focus on training and talent development through a variety of programs. In addition, we regularly analyze employee engagement and satisfaction across all regional operations to assess our relative success in such activities. Besi promotes inclusion and diversity in the organization, encouraging different opinions and thinking and hiring personnel with diverse skill sets and experience in the workplace environment.

- **Workers in the value chain:** We have an extensive supply chain engagement program that reduces the exposure of our suppliers to employment risks and therefore enhances Besi's resilience to employment, reputational and legal risks. Such policies and procedures include the Whistleblower procedure, Grievance procedure and Supplier Code of Conduct. With respect to human rights, we follow the RBA Code of Conduct both in our production facilities and supply chain. We sign General Work Agreements ("GWA") and General Procurement Contracts ("GPC") with suppliers including requirements to follow the RBA Code of Conduct. Such contracts were signed by 79% of our total purchase volume in 2025.
- **Business conduct:** We conduct our business with high ethical standards and are committed to eliminate any corruption or bribery cases in our operations and value chain. We carry out business conduct training for our employees and significantly engage with our suppliers and customers on the topic of Besi's business conduct principles. Moreover, our Anti-Corruption and Bribery policy, Anti-Corruption and Bribery Framework and No-Gift and Limited Entertainment policy set a comprehensive framework aimed at the prevention of corruption or bribery and the thorough investigation of any potential corruption and bribery cases.

ENHANCED SUSTAINABILITY OBJECTIVES



NET ZERO BY 2050

* Versus the scope reported since 2019 as described in the section Progress against targets in Sustainability Statement.

Risk management

Besi's sustainability strategy is influenced by important global trends such as climate change, natural resource conservation, pollution and the circular economy as well as social challenges such as diversity, human rights and the recruitment of qualified technical personnel. We have internal control and risk management systems in place designed to address, identify and limit sustainability-related risk factors as well as other sustainability and non-financial risks that could affect both our strategy and business operations. Besi's sustainability and non-financial risks are governed by a set of policies and procedures described in the Sustainability strategy section.

Besi regularly evaluates sustainability topics deemed important to the conduct of its operations and the development of its corporate culture. We periodically assess our societal and environmental impact in consideration of our stakeholders' concerns and adjust the ranking of high and medium assessment priorities. Besi's risk management framework seeks to identify and control potential risks and events which may affect our strategy, continuity, business and performance. Sustainability-related risks are included in Besi's overall risk management framework and managed alongside other business risks. Each risk identified by our risk management system has mitigation actions introduced. Such actions are prioritized based on the magnitude of the risk. We have identified the following sustainability-related risks considered to be relevant risk factors for the group-wide risk management system:

- Besi is subject to environmental risks such as climate-related transition and physical risks. Besi is subject to environmental rules and regulations in a variety of jurisdictions and from its customers. Besi may be materially and adversely affected by operational disruptions, natural disasters and the impact of climate change on its operations.
- Besi's business, reputation and financial position may be harmed by health and safety incidents, human rights violations, unethical behavior and non-compliance with Besi's Code of Conduct in its operations.
- Potential and actual negative impacts on sustainability matters such as human rights, working conditions and health and safety in Besi's supply chain could adversely impact its reputation, supply of critical materials and its liabilities.
- Disobedience with the prevention and detection of bribery and corruption could lead to financial loss.

Material information to be disclosed with respect to material impacts, risks and opportunities has been determined based on the ESR5 2 requirements, EFRAG Implementation Guidance on Materiality Assessment and the views of Besi's Management Team. Please refer to the description of Besi's DMA for more detailed information on such topics.

Please refer to the [Risk Management](#) section for further detail on Besi's internal control and risk management systems to manage and mitigate risks.

Governance of sustainability

Board of Management

At present, the Board of Management consists of one male person who is Besi's Chief Executive Officer and Chairman of the Board of Management. The Board of Management has over 40 years of experience in developing leading edge assembly processes and managing equipment manufacturing for leadframe, substrate and wafer level packaging applications in a wide range of end-user markets including computing, mobile internet, cloud server, electronics, automotive and industrial across Asia, Europe and North America. The Board of Management is responsible for defining and achieving Besi's sustainability strategy and objectives. Developments with respect to Besi's sustainability initiatives are discussed regularly with the Supervisory Board where the Board of Management presents progress against goals and targets for sustainability-related issues which since 2020 has included regular quarterly reporting on sustainability topics.

The role of the Board of Management is to manage the Company and its affiliated subsidiaries and to ensure their continuity which includes, among other things:

- The formulation of a long-term sustainable value creation strategy.
- The identification, analysis and management of the risks inherent in Besi's business and long-term sustainable value creation strategy and initiatives related thereto.
- The establishment of Besi's risk appetite and implementation of measures necessary to mitigate any risks undertaken.
- The proper regard for sustainability issues relevant to Besi and the global communities in which we operate.
- The proper regard for the impact of new technologies on our society, products, employees, stakeholders and business model in such areas as digitalization, artificial intelligence and automation, amongst others.

The Board of Management is responsible for the execution of Besi's sustainability strategy and has amassed experience which includes:

- Conducting the DMA of sustainability-related impacts, risks and opportunities.
- Developing processes and internal controls to address material impacts, risks and opportunities.
- Creating a policy framework that addresses the impacts, risks and opportunities of Besi's operations and communicates its expectations to suppliers.
- Setting sustainability-related targets, ambitions and milestones for Besi's material impacts, risks and opportunities.
- Ensuring Besi's performance is aligned with its sustainability-related targets.
- Implementation of sustainability initiatives including Besi's Design-to-X concept.
- Identifying and approving resources, expenditures and timescales to carry out sustainability-related initiatives.

In addition, the Board of Management is supported by the expertise of the Management Team and Sustainability Team which have in-depth knowledge with regards to Besi's operations, value chain and the sustainability topics considered material as a result of the Double Materiality Assessment. In cases where external knowledge and/or expertise is required, Besi engages third-party experts to ensure compliance with local laws and regulations and successful implementation of its sustainability strategy.

The Supervisory Board

The Supervisory Board is currently comprised of five members of which five members are considered non-executive (100%) and independent (100%) within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. The current Supervisory Board male/female ratio of 60%/40% is in accordance with the Supervisory Board's profile, Besi's Inclusion and Diversity policy and with article 2:142b of the Dutch Civil Code. In addition, 100% of the Supervisory Board is over 50 years old and none are Besi employees.

The Supervisory Board has a diverse composition in terms of experience, expertise, cultural or other background, competencies, education, gender identity and nationality. The Supervisory Board shall aim for an adequate level of knowledge and experience in financial, economic, technological, sustainability, social and legal aspects of international business, government and public administration. The Supervisory Board believes that it has the requisite expertise, background, competencies and independence to carry out its duties properly and that all members of the Supervisory Board have sufficient time to spend on their respective duties and responsibilities. Please refer to the [Report of the Supervisory Board](#) for more information.

In accordance with the Dutch Corporate Governance Code, the composition of Besi's Board of Management and Supervisory Board is structured to ensure that they possess the necessary expertise, diversity, background and competencies to fulfill their responsibilities. On all such points, its composition is aligned with the objectives of the Supervisory Board's profile.

The role of the Supervisory Board is to supervise the execution of strategy including the management of Besi's material impacts, risks and opportunities and the general affairs of the Company by the Board of Management and Management Team and to assist the Board of Management by providing advice.

In discharging their role, Supervisory Board members shall be guided by the interests of Besi and its affiliated subsidiaries as well as the relevant interests of Besi's shareholders and other stakeholders. Supervisory Board members are required to put the interests of Besi ahead of their own interests and to act critically and independently vis-a-vis one another, the Board of Management and any particular third-party interests involved.

Further, the Supervisory Board also ensures that there is an appropriate level of oversight with regards to material sustainability impacts, risks and opportunities during meetings with the Board of Management. This includes oversight with respect to the governance of sustainability, the execution of Besi's sustainability strategy and the achievement of targets related to the material impacts, risks and opportunities set by the Board of Management and Management Team. The Supervisory Board receives quarterly updates on such matters by the Board of Management. The Supervisory Board annually evaluates its own functioning through the conduct of a self-assessment which also includes sustainability topics.

In addition, the Supervisory Board is responsible for overseeing Besi's sustainability reporting process as part of its overall oversight of Besi's strategy execution. All material findings resulting from the use of Besi's internal control and risk management system for financial and non-financial risks are discussed with the Audit Committee as part of the Supervisory Board's quarterly or semi-annual meetings.

The Remuneration Committee shall prepare the requisite information necessary to support the Supervisory Board's decision-making process concerning the Remuneration Policy for the Board of Management. The Remuneration Committee fulfils its obligations on an annual basis by the review and proposal of the corporate goals and objectives associated with the remuneration of the Board of Management. The annual criteria used to measure the personal performance of members of the Board of Management are at the sole discretion of the Supervisory Board including those targets of importance for the upcoming year. The Remuneration Committee will propose to the Supervisory Board annually both the financial and non-financial criteria used to measure the personal performance of each member of the Board of Management. Non-financial criteria may include the execution, performance or enhancement of Besi's sustainability strategy, targets and/or key performance indicators.

Management Team

Day-to-day responsibility for the governance process resides with the Management Team, SVPs and the facility management in their respective departments and locations including the controls and procedures used to monitor and oversee all impacts, risks and opportunities. The Management Team is comprised of employees responsible for the monitoring and reporting of impacts, risks and opportunities to the business as well as those responsible for leading the response across the organization associated with any new risks which may arise. The Management Team is also engaged to (i) assess sustainability-related issues, (ii) develop sustainability-related initiatives and (iii) monitor and track progress against Besi's sustainability-related targets.

The Management Team's in-depth knowledge of the impacts, risks and opportunities that face Besi was relied upon to assess the impact and financial materiality of sustainability topics throughout the Double Materiality Assessment process. The list of material impacts, risks and opportunities addressed by the Board of Management, Supervisory Board and Management Team is included in the Double Materiality Assessment section. They also supported the discussion, review, validation and prioritization of material topics for all of Besi's subsidiaries addressed by our sustainability strategy which directly feeds into our internal sustainability reporting framework. This implies that all Management Team members:

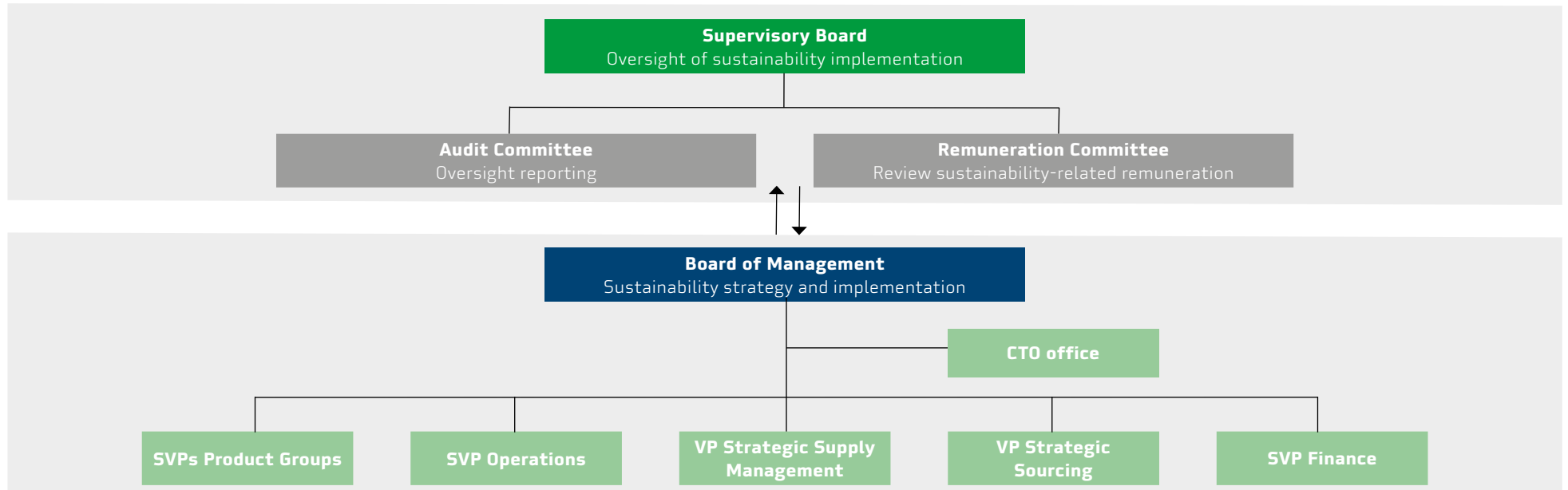
- Implement facility and/or product-level sustainability data collection and reporting for their operations.
- Manage teams that are responsible for the reporting of sustainability data.
- Set facility and/or product-level sustainability targets and monitor performance against such targets.

- Report to the Board of Management with regards to the facility and/or product-level sustainability performance on a quarterly basis as well as any new impact, risk or opportunity trends on a monthly basis.
- Conduct impact, risk and opportunity assessments related to facility and/or product-level operations.
- Support the Board of Management by reviewing corporate-level impacts, risks and opportunities.

Sustainability Team

Besi's Sustainability Team supports the Management Team, Board of Management and Supervisory Board with the formulation and development of the Company's sustainability strategy, development of the policy framework, identification of impacts risks and opportunities, data collection and aggregation, setting sustainability-related targets and implementation of sustainability initiatives.

SUSTAINABILITY GOVERNANCE STRUCTURE



Integration of sustainability-related performance in incentive schemes

Besi's remuneration programs are designed to reward the Board of Management, Management Team and selected Besi employees for their achievement of specified business, financial and sustainability objectives. As such, they are linked to and dependent on the execution of our strategy in a socially responsible and sustainable manner. We link variable remuneration to specific financial and non-financial goals which reflect Besi's strategic business objectives. As a result, we believe that Besi has created a performance-oriented environment for eligible executives and employees which aligns their interests with those of internal and external stakeholders and our commitment to make a sustainable contribution to society. In designing the Remuneration Policy, we also consider stakeholder interests and feedback, specific market trends, industry developments and the views of society.

The Supervisory Board approves remuneration schemes upon the recommendation of the Remuneration Committee. The Committee analyses the possible outcomes of its variable remuneration elements and how they may affect the total remuneration of the Board of Management. In this respect, the Committee evaluates the development of Besi's underlying share price as well as other factors which create variable remuneration exposure such as Besi's financial performance, business, strategy and execution of sustainability initiatives. Variable remuneration is primarily linked to predetermined, assessable and quantifiable financial targets which are predominantly of a sustainable nature. It is also linked to Besi's strategy including associated business, financial and sustainability objectives, values, purpose and vision, all of which are aligned with long-term shareholder value creation. To this end, the composition of the short-term incentives will consist of financial measures (70%) and non-financial measures (30%). Financial measures are linked to the overachievement of Net Margin, Return on Average Equity ("ROAE") and Cash flow from Operations/Revenue metrics. Non-financial measures include sustainability, operational, strategic, customer and/or leadership measures.

The Committee reviews the performance realized by the member of the Board of Management with respect to ten equally weighted and pre-defined personal, non-financial and sustainability performance objectives representing 30% of the potential total STI bonus. Three of the objectives, representing 9% of the total STI bonus, are directly linked to the sustainability performance objectives set forth below:

- Further enhance Besi's sustainability strategy.
- Continue to report in alignment with the CSRD in 2025.
- Implement Climate Transition Plan to meet the Net Zero GHG commitment as set forth in the Annual Report.
- Achieve further progress in the topics related to people and wellbeing, specifically (i) inclusion and diversity, (ii) employee health and safety, (iii) employee development and (iv) engagement.

- Further enhance Besi as responsible business including ethics and compliance and responsible supply chain.

The above performance includes an aggregate assessment against Besi's sustainability targets but does not include performance against individual sustainability targets.

The Supervisory Board regularly (i) reviews Besi's business objectives, (ii) undertakes risk assessments, (iii) assesses Besi's overall performance with respect to its business objectives, (iv) undertakes scenario analyses of the possible outcomes of the variable remuneration elements and how those may affect total remuneration and (v) considers the performance of individual members of the Board of Management compared to their own specific business objectives. Furthermore, the Remuneration Committee obtains the views of the individual members of the Board of Management with respect to the level and structure of remuneration.

In accordance with the Dutch Corporate Governance Code, members of the Supervisory Board have fixed payments related to the number of meetings and other activities conducted on an annual basis. There is no incentive scheme for the Supervisory Board with respect to sustainability-related issues.

Statement on due diligence

Besi is committed to the conduct of its operations in accordance with internationally recognized standards and best practices and to promote sustainability with all stakeholders through the reporting on its material sustainability risks, opportunities and impacts on an annual basis in compliance with regulatory standards. To this end, Besi performs due diligence across its sites and its supply chain regarding various sustainability topics. The outcomes of our due diligence process inform us of our material impacts, risks and opportunities with respect to sustainability matters. The identification, prevention, mitigation and reporting of such actual and potential impacts is embedded in the way we conduct our business.

Details regarding Besi's due diligence process with respect to its material impacts, risks and opportunities, are as follows:

Core elements of due diligence	Topic	Paragraphs in Sustainability Statement
a) Embedding due diligence in governance, strategy and business model	<ul style="list-style-type: none"> i. ESR5 2 GOV-2: Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies. ii. ESR5 2 GOV-3: Integration of sustainability-related performance in incentive schemes. iii. ESR5 2 SBM-3: Material impacts, risks and opportunities and their interaction with strategy and business model. 	<p>Governance of sustainability - The role of the administrative, management and supervisory bodies.</p> <p>Governance of sustainability - The role of the administrative, management and supervisory bodies.</p> <p>Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model.</p>
b) Engaging with affected stakeholders in all key steps of the due diligence process	<ul style="list-style-type: none"> i. ESR5 2 GOV-2. ii. ESR5 2 SBM-2: Interests and views of stakeholders. iii. ESR5 2 IRO-1. iv. ESR5 2 MDR-P. v. Topical ESR5: Reflecting the different stages and purposes of stakeholder engagement throughout the due diligence process. 	<p>Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model.</p> <p>Strategy, business model and value chain - Stakeholder engagement.</p> <p>Double Materiality Assessment - Description of the process to identify and assess material impacts, risks and opportunities.</p> <p>Double Materiality Assessment - Risk Management; Environment - Climate Transition Plan, Climate change-related policies; Social - Own Workforce - Policies related to own workforce; Social - Workers in the value chain - Policies related to value chain workers; Governance - Policies related to business conduct.</p> <p>Environment; Social - Own Workforce; Social - Workers in the value chain; Governance.</p>
c) Identifying and assessing adverse impacts	<ul style="list-style-type: none"> i. ESR5 2 IRO-1 (including application requirements related to specific sustainability matters in the relevant ESR5). ii. ESR5 2 SBM-3. 	<p>Double Materiality Assessment - Description of the process to identify and assess material impacts, risks and opportunities; Annex 1 - Disclosure requirements in ESR5 covered by Besi's Sustainability Statement.</p> <p>Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model.</p>
d) Taking actions to address those adverse impacts	<ul style="list-style-type: none"> i. ESR5 2 MDR-A. ii. Topical ESR5: Reflecting the range of actions, including transition plans, through which impacts are addressed. 	<p>Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model, Risk management; Environment - Climate Transition Plan, Climate change actions and resources; Social - Own Workforce - Own workforce actions and resources; Social - Workers in the value chain - Workers in the value chain actions and resources; Governance - Prevention and detection of corruption and bribery.</p>
e) Tracking the effectiveness of these efforts and communicating	<ul style="list-style-type: none"> i. ESR5 2 MDR-M. ii. ESR5 2 MDR-T. iii. Topical ESR5. 	<p>General basis of preparation - Reporting scope for sustainability metrics; Environment - Metrics; Social - Own Workforce - Metrics; Social - Workers in the value chain - Metrics and Targets; Governance - Metrics and Targets.</p> <p>General basis of preparation - Reporting scope for sustainability metrics; Environment - Targets; Social - Targets; Social - Workers in the value chain - Metrics and Targets; Governance - Metrics and Targets.</p>

Internal control and risk management

Besi's internal control and risk management function operates under the responsibility of the Board of Management and is monitored on an ongoing basis. The Supervisory Board oversees the internal control and risk management function and maintains regular contact with the persons fulfilling this function. Besi's internal control system consists of a formal framework defining key risks and key controls over financial reporting, an internal control charter outlining audit systems and procedures as well as the internal audit plan for the year. Operational, IT, compliance, tax and fraud controls are included in this framework. The internal control system over financial reporting also contains clear accounting rules. It has been implemented in substantially all operations and material subsidiaries and supports common accounting and regular financial reporting in standard formats.

Our internal control and risk management systems are designed to address, identify and limit sustainability-related risk factors and non-financial risks that could affect both our strategy and business operations. Besi's sustainability reporting framework has been created to ensure that sustainability-related data is collected from our operations on a quarterly basis. Besi's Sustainability Team manages data collection, validation, aggregation and reporting to the Board of Management and Management Team consistent with its internal control framework. Internal controls for sustainability reporting vary based on the metrics being measured as multiple business units across Besi's geographies contribute to sustainability data collection. For instance, the definition of adequate wages may differ from country to country. At a consolidated level, control measures are in place to ensure accurate and complete reporting of sustainability-related metrics as part of our Annual Report. Any issues identified by the internal control framework are reported to the Board of Management.

We implement dedicated controls through our internal control system to ensure the development of a reporting framework based on our material impacts, risks and opportunities. To date, we have implemented the following internal controls:

- Gap assessment to identify policy-, procedure- and data gaps to meet regulatory reporting requirements.
- Annual review of the sustainability reporting framework and its ability to meet regulatory reporting requirements.
- Quarterly sustainability data collection, review, aggregation and reporting.

The sustainability-related risks are incorporated into our overall risk management approach. Besi's risk management program seeks to identify and control potential risks and events which may affect our strategy, continuity, business and performance. Refer to the [Risk Management](#) section for more details on our risk management process.

Sustainability-related risks can be identified through:

- Quarterly sustainability data collection, aggregation and discussion with the Management Team and the Board of Management.
- Internal control framework oversight of sustainability data collection and reporting.
- Engagement with Besi's stakeholders.
- Communication channels such as the Whistleblower procedure and Grievance procedure available for our own workforce, workers in the value chain and other stakeholders.
- Climate risk assessment.
- Double Materiality Assessment of sustainability-related impacts, risks and opportunities.

Mitigation strategies for sustainability-related risks include (i) the collection and analysis of sustainability-related KPIs, (ii) capital allocation towards projects which help mitigate identified risks, (iii) action plans with short-, medium- and long-term actions and targets and (iv) company-wide policies which are communicated throughout our value chains. The Management Team is responsible for the monitoring and reporting of all identified risks as well as for leading the response across the organization with respect to any new risks which may arise. All material findings that result from the use of Besi's internal control and risk management system for financial and non-financial risks are discussed with the Board of Management on a monthly basis and with the Audit Committee as part of the Supervisory Board's review on a quarterly or semi-annual basis.

Besi's Annual Report shall include a report of the Supervisory Board in which it shall render an account of the supervision conducted for the previous financial year. The supervision of the Board of Management by the Supervisory Board shall include its responsibility relative to Besi's corporate strategy, the risks inherent in its business activities and the effectiveness of the design and operation of its internal risk management and control systems. The report shall also include an account of the Supervisory Board's involvement in the establishment of a long-term sustainable value creation strategy and the way in which it monitors its implementation.

In addition to internal controls over financial reporting, the external auditor reviews the process carried out by Besi to identify the information reported pursuant to the ESR5. The results of this audit are discussed with the Board of Management and the Audit Committee of the Supervisory Board.

Environment

Climate change

We recognize the urgent global challenge to reduce greenhouse gas emissions. We contribute to this effort by investigating innovative systems and solutions to help reduce emissions during their entire use phase and by providing a transparent overview of greenhouse gas emissions as part of our Sustainability Statement. Since 2019, Besi has reduced its absolute Scope 1 & 2 emissions by 97%. We aim to reach net zero greenhouse gas emissions in our operations by 2030 incorporating all Scope 1 & 2 emissions. Our long-term objective is to reach net zero carbon emissions by 2050 in recognition of the global ecological and societal imperatives caused by climate change. In 2025, we reviewed and updated Besi's Climate Transition Plan which was approved by our Board of Management and the Supervisory Board.

Governance

For more detailed information on the Governance of climate-related impacts, risks and opportunities, please refer to the Governance of sustainability section. Besi's Board of Management is responsible for the direction of our sustainability strategy which includes climate-related issues. In addition, the Supervisory Board ensures that there is an appropriate level of oversight with regard to Besi's climate-related impacts, risks and opportunities. The Management Team is engaged to (i) assess climate-related issues, (ii) develop climate-related initiatives and (iii) monitor and track progress against Besi's climate-related targets. In addition to the quantitative targets set for climate change as outlined in the Targets section and in the [Remuneration Report](#) in this Annual Report, the Board of Management's remuneration performance objectives include the assessment of progress against qualitative sustainability criteria including enhancement of sustainability strategy and formulation of emission reduction targets.

As described in the section Basis for Preparation of Sustainability Statement, 30% of the total non-financial related STI bonus is directly linked to the sustainability performance objectives including specific climate change-related metrics to encourage development and achievement of Besi's Net Zero commitment.

Carbon emissions

Reducing Besi's carbon footprint is a key focus of our sustainability strategy. In reporting carbon emission levels, we have adopted the standards and methodology set forth by the Greenhouse Gas Protocol, an independent standard which divides emissions into three scopes:

Scope 1 emissions

Scope 1 emissions cover direct greenhouse gas ("GHG") emissions resulting from day-to-day business activities. This category includes on-site fuel combustion such as gas boilers as well as manufacturing, transport and fugitive emissions. In the context of Besi's operations, Scope 1 emissions include emissions related to the use of fuels such as natural gas, gasoline and diesel. Natural gas is used in our operations in Austria, Switzerland, the Netherlands (Meco) and China (Besi Leshan) to heat our buildings. Gasoline and diesel are used as transportation fuels in Austria and China (Besi Leshan).

Scope 2 emissions

Scope 2 emissions cover indirect GHG emissions which result from the electricity, heat and steam we purchase from external sources. These emissions include electricity consumption for our operations globally, centralized heating of our buildings in Besi Netherlands and the centralized cooling of our buildings in Besi Singapore.

Scope 3 emissions

Scope 3 emissions measure all other indirect emissions outside of Besi's operations and across its value chain including emissions from our suppliers and customers. We report on all material Scope 3 emission categories according to the GHG Protocol methodology.

Between 2019 and 2024, Besi reported fully on Scope 1 & 2 emissions. In addition, we reported on a limited scope with respect to Scope 3 emissions including the following categories:

- 3.3 Fuel- and energy-related activities not included in Scope 1 or Scope 2
- 3.4 Upstream transportation and distribution
- 3.6 Business travel
- 3.9 Downstream transportation and distribution

In 2024, Besi examined the materiality of all other Scope 3 emission categories and made progress with data collection processes and methodologies so that we could report an expanded GHG inventory. This led to data collection for the following additional Scope 3 emission categories which were deemed material:

- 3.1 Purchased Goods and Services
- 3.2 Capital Goods
- 3.5 Waste Generated in Operations
- 3.7 Employee Commuting
- 3.11 Use of Sold Products
- 3.12 End-of-Life Treatment of Sold Products

In 2025, Besi disclosed Scope 3 emissions in alignment with the categories reported in 2024 and continued to work on GHG emissions data granularity. Details on the included and excluded Scope 3 emissions categories are provided in the section GHG emissions accounting methodology.

While reducing emissions from our own operations is mostly within our direct control, our Scope 3 emissions objectives require action throughout our value chain. Implementing low-carbon initiatives across our value chain requires collaboration with our suppliers, customers and other stakeholders to reduce the overall footprint of the sector. A significant portion of our Scope 3 emission reduction targets can be realized through the transition to renewable energy sources of our value chain partners, customers and suppliers. We aim to decarbonize our value chain through the implementation of different decarbonization initiatives in our upstream and downstream value chain and through our own operations.

Climate Transition Plan

The Climate Transition Plan outlines our roadmap for investment in climate impact reduction and the implementation of energy efficiency and renewable energy projects throughout Besi's operations. In addition, we will continue to engage and cooperate with our supply chain to reach Besi's climate-related goals including the reduction of our upstream impact and implementation of sustainable design concepts to improve the downstream impact of our equipment.

We continuously review our climate-related performance and strategy, set more ambitious targets and seek to expand the scope of our climate-related reporting. Besi considers its strategy and targets to be compatible with the transition to a sustainable economy, limiting global warming to 1.5°C in line with the Paris agreement. To this end, based on the "SBTi Services Criteria Assessment Indicators" report Version 1.5, we aligned our short-term targets with the following Science Based Targets initiative ("SBTi") criteria:

- Absolute reduction targets for Scope 1 & 2 emissions are eligible when they are at least as ambitious as the minimum of the approved range of emissions scenarios consistent with the 1.5°C goal. For base years after 2020, the absolute emissions reduction must meet the minimum reduction value over the target period: Minimum value for absolute reduction target = 4.2% x (Target year minus 2020).
- At a minimum, near-term Scope 3 targets (covering total required Scope 3 emissions or individual Scope 3 categories) shall be aligned with methods consistent with the level of decarbonization required to keep the global temperature increase well-below 2°C compared to pre-industrial temperatures. For base years 2020 or later, the timeframe ambition (i.e., ambition from the base year to the target year) for absolute percentage-based emission reduction targets must be, at a minimum, aligned with the well-below 2°C ambition threshold: Minimum value for absolute contraction target = 2.5% x (Target year minus 2020).

Given the SBTi criteria, we conclude that the following targets for our Scope 1 & 2 emissions are consistent with the 1.5°C goal, specifically:

- Besi's interim target of a 75% reduction in Scope 1 & 2 emissions by 2026 which was set in 2022 and relative to a 2021 baseline year.
- Besi's target of net zero Scope 1 & 2 emissions by 2030 which was set in 2023.

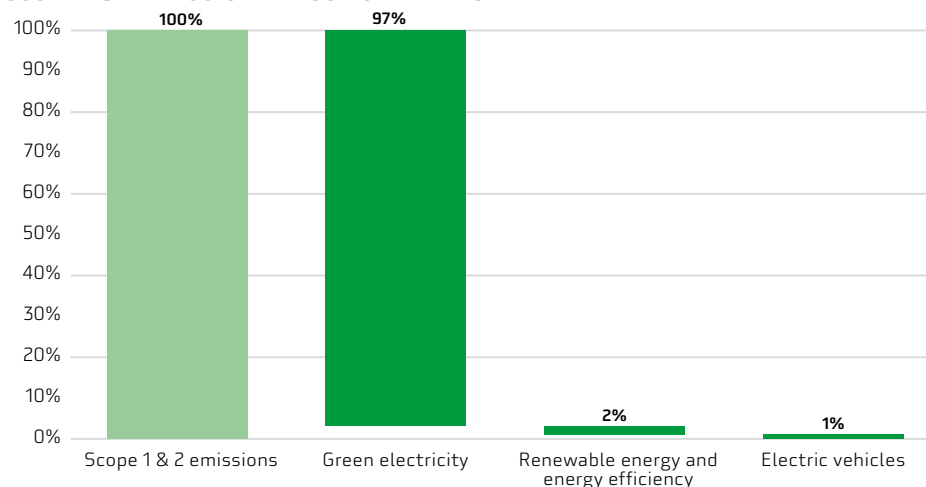
Our long-term objective is to reach net zero emissions by 2050 in line with the goal established in the European Climate Law with the aim of limiting global warming to well-below 2°C. We may consider reviewing our long-term Net Zero ambition based on the granularity of GHG emissions data from our suppliers and the success of our decarbonization initiatives. In 2025, we made progress towards our Net Zero goal through the sustainable design of our machines, supply chain engagement and other emission reduction initiatives as set forth in this chapter.

In addition, Besi is not excluded from the EU Paris-aligned Benchmarks ensuring that our business model and strategy align with the achievement of net zero by 2050 and limiting global warming to 1.5°C as per the Paris Agreement.

Scope 1 & 2 emission decarbonization levers

Besi's Scope 1 & 2 emissions aggregated 313 tCO₂eq in 2025 with Scope 1 emissions representing 99 tCO₂eq (32%) and Scope 2 emissions representing 214 tCO₂eq (68%). Since 2019, Besi has achieved a 97% reduction in absolute Scope 1 & 2 emissions with our 2025 performance already exceeding the targets established for 2026. Our decarbonization levers detail the actions planned to reach our net zero Scope 1 & 2 emissions target by 2030.

The largest reductions in Scope 1 & 2 emissions are achieved through the purchase of renewable energy (97% of total potential Scope 1 & 2 emissions). The remaining 3% of emission reductions will result from (i) the replacement of natural gas by renewable energy sources for the heating of buildings, (ii) increased energy efficiency and (iii) the transition to electric vehicles or vehicles using sustainable fuels.

SCOPE 1 & 2 EMISSION REDUCTION LEVERS*

* Decarbonization levers are based on the Scope 1 & 2 emissions reported in 2021 (baseline year for our GHG targets).

We implement sets of measures through our operations globally to reduce our Scope 1 & 2 emissions including the following key levers:

- **Key Lever 1, Purchase and production of renewable energy:** We target 100% renewable energy use in our operations globally by 2030. Since 2022, we have achieved 100% renewable electricity consumption at our operations across Europe. In 2025, we continued our efforts to source renewable energy or procure internationally recognized Renewable Energy Certificates ("REC") and Green Electricity Certificates ("GEC") for our Asian operations in line with our 2030 renewable energy goals. Through the procurement of renewable energy at our Asian operations, the share of renewable electricity consumption has increased from 71% in 2023 to 99% in 2025, resulting in a 4,702 tCO₂eq (96%) reduction of Besi's Scope 2 emissions.
- **Key Lever 2, Implementation of energy efficiency and renewable energy sources in heating and cooling solutions:** At certain operations natural gas (methane) is used as a fuel source for heating buildings. We strive to fully replace natural gas usage at our operations with renewable energy sources by 2030. Where feasible, we will implement renewable energy solutions to reduce emissions associated with the heating and/or cooling of our buildings such as were achieved over the course of 2023, 2024 and 2025 at our Austrian operations. We also successfully implemented a new, more energy efficient AI heating and cooling solution at our operations in the Netherlands.

Groundwater heat pump project at Besi Austria

During 2023, we invested in a groundwater heat pump at Besi's Radfeld, Austria facility to replace natural gas usage for its central heating system. The project's aim was to fully substitute gas usage with renewable heat generation and to reduce gas usage on an annual basis by approximately 50,000 m³, or approximately 100 tCO₂eq emissions. In 2024, the heat pump was adapted to a closed loop water system in order to cool Besi's machines and prevent heat buildup which could cause devices to break down or malfunction. The project became operational in 2024 and led to a reduction in gas usage of 36% versus 2023 (31 tCO₂eq). In 2025, as the heat pump project approached full capacity and generated 518 MWh of renewable heat, we achieved an 86% reduction in gas consumption relative to 2024, equivalent to 25,754 m³ or 49 tCO₂eq. As such, Besi Austria has realized a reduction in gas consumption of 42,437 m³ or 80 tCO₂eq in 2025 relative to 2023.

Implementation of energy efficiency projects

We continuously design and implement energy efficiency projects for our operations which include the thermal insulation of buildings, smart heating and cooling and LED lighting. Such low-cost projects result not only in reduced energy consumption and GHG emissions but also create a more comfortable working environment for our employees. A typical example was implemented over the past two years at our operations in the Netherlands:

Energy management software in Duiven, the Netherlands

In May 2024, an AI-powered heating and cooling system was installed at our Duiven location in the Netherlands. The installation of this system established a 38% reduction in heat consumption in 2024 versus 2023. In 2025, we achieved a further 7% reduction in heat consumption at our Duiven location relative to 2024 which has resulted in an overall reduction in heat consumption of 42% relative to 2023.

Energy management software at Meco in the Netherlands

In 2025, following the success of the new heating and cooling system in Duiven, a similar energy management system was installed at Meco in the Netherlands. The installation of this system resulted in a 42% reduction in gas consumption in 2025 relative to 2024. System implementation resulted in an overall reduction in energy consumption of 20% (equivalent to 54 MWh) despite a 4% increase in electricity usage at Meco. It is anticipated that such energy savings will increase in 2026 as the system will be operational for a full year and will have data from 2025 with which to facilitate further improvements.

- **Key lever 3, Transition to electric vehicles or vehicles operating on sustainable fuels:** About 1% of Besi's Scope 1 & 2 emissions are associated with emissions from the use of transport fuels. We commit to fully replace Besi's ICE vehicles with EV vehicles by 2030. To this end, all transportation between Besi Leshan warehouses and factories in 2025 used EV vehicles purchased in 2023 further supported by the installation of electric charging points.

Locked-in GHG emissions in our own operations

Besi owns and operates the following equipment that could represent locked-in GHG emissions:

- Natural gas boilers at Besi's operations in the Netherlands, Switzerland and China and associated stationary combustion emissions.
- Internal combustion engine company vehicles fueled by petrol or diesel.

Besi's locked-in emissions in its own operations are not significant. Both of these sources are already considered and covered by Besi's carbon emission reduction levers as described above.

Scope 1 & 2 emissions decarbonization roadmap

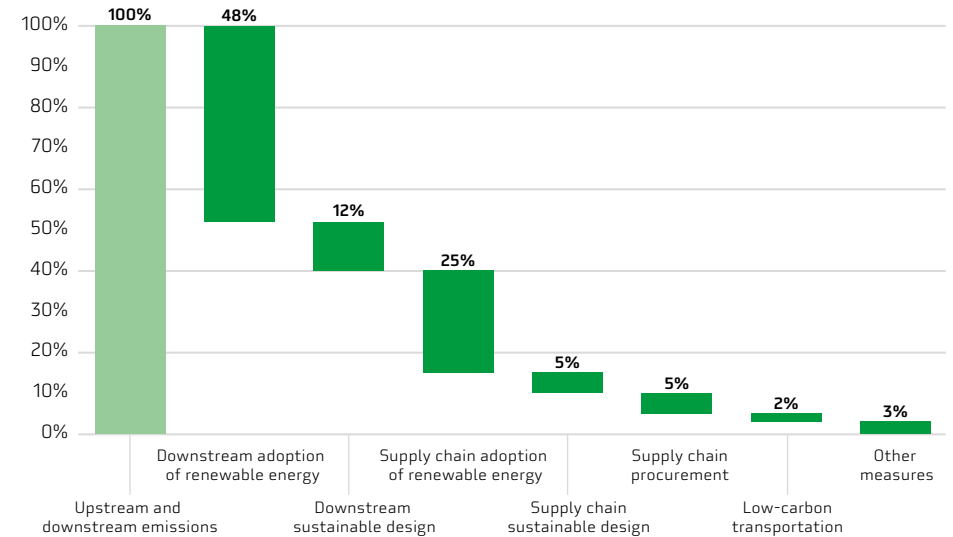
Our Climate Transition Plan provides more detail on the short-, medium- and long-term decarbonization priorities for our own operations. Initiatives to achieve the above-mentioned emission reduction levers have already begun and are expected to be completed by 2030.

Scope 3 emissions decarbonization levers

Scope 3 emissions represented 99% of Besi's total GHG emissions accounting for 251,096 tCO₂eq in 2025 as disclosed in the paragraph Metrics of the section Environment. The two largest Scope 3 emission sources were attributed to Purchased Goods and Services from Besi's supply chain (93,555 tCO₂eq) and the downstream Use of Sold Products (148,081 tCO₂eq) which together represented 96% of Besi's total emissions in 2025. In addition, the following material GHG Protocol Scope 3 emission categories represented 4% of Besi's total emissions in 2025: Fuel and Energy-related Activities, Upstream Transportation and Distribution, Waste Generated in Operations, Business Travel, Employee Commuting, Downstream Transportation and Distribution and End-of-life Treatment of Sold Products. In 2025, we excluded the Capital Goods category from the scope of reporting due to the potential risk associated with double counting emissions also categorized as Purchased Goods and Services (as described in the GHG emissions accounting methodology section). We are implementing upgrades to our internal reporting system to ensure the classification of the Capital Goods category in the Purchased Goods and Services category. Based on a preliminary assessment, separate reporting of the Capital Goods category is not expected to result in any material impact to our total Scope 3 emissions.

Key decarbonization levers for our Scope 3 emissions include the (i) adoption of renewable energy by our customers, (ii) implementation of sustainable design concepts to reduce energy consumption of our systems and (iii) decarbonization of our supply chain.

SCOPE 3 EMISSION REDUCTION LEVERS*



* Decarbonization levers are based on the Scope 3 emissions assessment conducted in 2024.

Scope 3 emissions occur indirectly from Besi's owned and controlled operations through our upstream and downstream value chain. As such, Besi's Scope 3 emissions decarbonization levers are focused on partnership programs with our suppliers and customers to facilitate emission reductions:

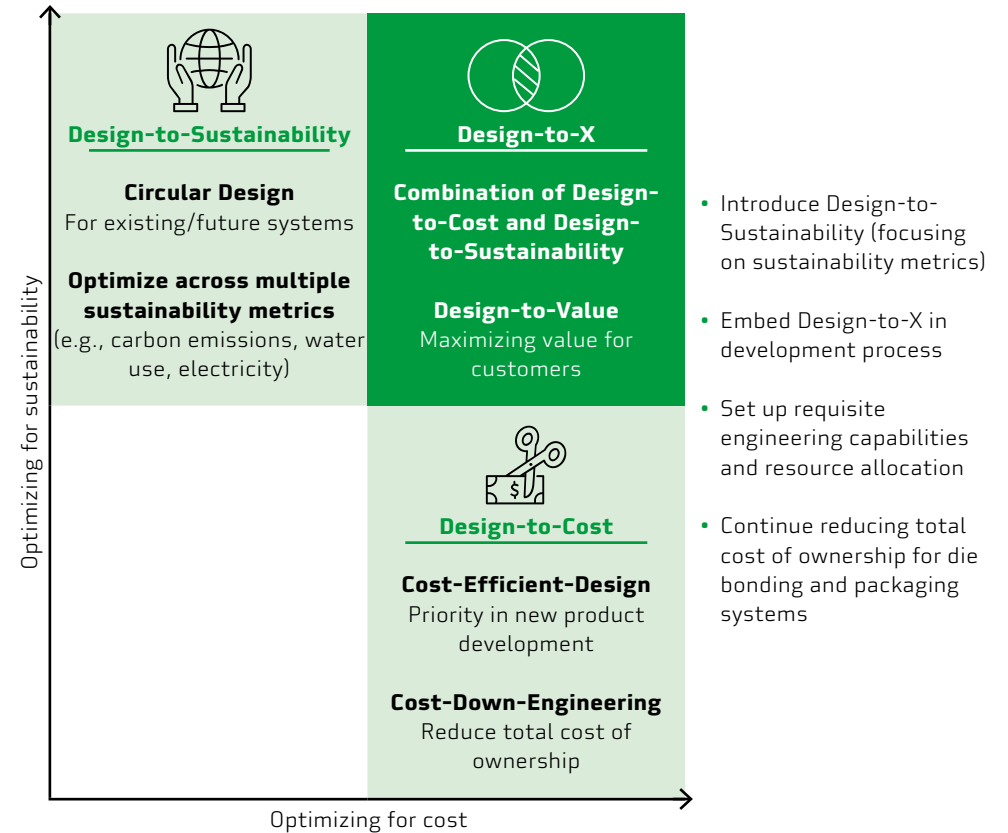
- Key Lever 1, Reduction of downstream emissions through the adoption of renewable energy by our customers: Downstream emissions from product use represent the largest portion of our Scope 3 emissions. As a result, the achievement of Besi's decarbonization objectives significantly depends on our customers' decarbonization activities and renewable energy adoption. Many of our customers already have stringent climate policies in place, utilize renewable energy and have set ambitious decarbonization targets. We will therefore focus on the implementation of innovative solutions to track and verify our customers' renewable energy usage. In addition, we will encourage and motivate customers still considering the adoption of renewable energy by means of partnerships through industry associations and global decarbonization initiatives. Further, we implemented accounting metrics in 2025 to better measure downstream emissions related to the use of our systems. Over the medium-term, we will work to improve the granularity of this assessment and formulate tangible emission reduction targets for this decarbonization lever.

Since 2023, Besi has increased its focus on sustainable design initiatives related to energy consumption and greenhouse gas emissions. Toward this end, we developed an initiative named Design-to-X as part of our strategic plan review. This initiative combines the Design-to-Cost and Design-to-Sustainability concepts to identify sustainability improvement opportunities in all product groups while reducing the cost of many mature die attach and packaging platforms. More specifically, the review analyzed the ways Besi could reduce its greenhouse gas emissions and energy use and minimize the carbon footprint for its end-users while increasing product performance and efficiencies in design, procurement and operations.

In 2025, we developed certain key deliverables for each product group utilizing Besi's existing sustainable design engineering efforts and plan to engage with customers who derive the greatest value from decarbonization efforts. As such, significant advancements were made in integrating sustainable design solutions into our Die Attach platforms which led to reduced energy consumption across four main Die Attach product lines. Distinct energy reduction targets and savings have been established for each product line. Customers can realize such energy consumption reductions by installing software updates for the product lines without the need to purchase new machines. Over the past two years, the implementation of the Design-to-X concept has resulted in total energy consumption reductions of 6.9% for our multi module, 5.0% for our flip chip and 7.1% for our soft solder die bonding product lines. A significant portion of the estimated energy savings from the four die bonding product lines was as a result of software updates. Further energy consumption reductions are planned for implementation in 2026. As a result, we can provide customers a lower total cost of ownership and an improved return on initial investment while promoting sustainability themes.

ESTIMATED ENERGY SAVINGS FROM DESIGN-TO-X INITIATIVE VERSUS 2023 BASELINE YEAR

Product line	Energy savings	Energy savings	Cumulative energy savings	Cumulative energy savings
	2024	2025	2025 vs. 2023	estimated for 2026 vs. 2023
Multi module die attach	6.9%	-	6.9%	7.4%
Epoxy die bonding	-	-	-	7.1%
Flip chip die bonding	2.1%	2.9%	5.0%	5.0%
Soft solder die bonding	-	7.1%	7.1%	7.1%



Design-to-X initiative

Besi's Design-to-X initiative combines the Design-to-Sustainability and Design-to-Cost concepts to identify energy consumption, material usage and other improvement opportunities in all product groups while reducing the cost of many mature die attach and packaging platforms.

Implementation of sustainable design concept

In 2021, we launched several sustainable design initiatives focused on design-to-cost, quality and sustainability. Such initiatives were focused on upgraded versions of our mainstream die bonding product lines as well as new wafer level assembly platforms such as hybrid bonding and next generation TCB systems.

- Key Lever 2, Adoption of renewable energy in our supply chain: Emissions in our supply chain is the second largest category of Besi's Scope 3 emissions. Under this lever, the reduction of associated GHG emissions is dependent on the adoption of renewable energy by our suppliers. As such, we will create partnership programs with our suppliers focused on incentives to motivate the implementation of renewable energy projects or the procurement of renewable energy. During 2024, we collected Scope 3 emissions data for purchased goods and services in our supply chain. We plan to improve the granularity of this assessment and set targets for renewable energy adoption in our supply chain. Many of our suppliers are located in Asia where the supply of renewable energy is not as readily available as in Europe. For such suppliers, we conducted training programs in 2025 to (i) build their renewable energy capacity, (ii) create strategic partnerships focused on the decarbonization of their operations and (iii) help suppliers procure renewable energy via internationally recognized instruments such as RECs.
- Key Lever 3, Procurement of low-carbon products and services: We engage with our suppliers via questionnaires and site visits to assess their carbon footprint. This helps us (i) categorize our suppliers based on their carbon footprint, (ii) develop a supply chain engagement strategy which prioritizes suppliers with relatively more carbon-intensive operations and (iii) focus on the reduction of GHG emissions. The procurement of low-carbon products and services and our sustainable design initiative are aligned to identify sustainable design opportunities for the usage of low-carbon products and materials in Besi's system production. In the next few years, we aim to develop sustainable procurement solutions and to create emission reduction targets for this decarbonization lever in light of our ambition to reach net zero emissions across all scopes by 2050.

Our engagement with the supply chain in 2025

In 2024, we established a risk map matrix to assess the importance, reliability, financial condition and sustainability of all suppliers on a regular basis. Besi evaluates suppliers by means of its Quarterly Business Review ("QBR") process under which we regularly conduct performance reviews and key supplier audits. Specifically, Besi integrated sustainability criteria into its QBR scorecard and assigned such criteria a 10% weighting in the final performance review of the year. Improvement programs are (i) based on the outcome of the performance reviews, (ii) developed in collaboration with suppliers and (iii) monitored by Besi during periodic engagements.

Engagement with suppliers resulted in additional progress on sustainability topics in 2025. Besi APac initiated a Supplier Decarbonization Program focusing on 48 key suppliers to strengthen GHG emissions reporting and reduction capability. The program included capacity building and data collection via the carbon emissions reporting survey that is conducted on an annual basis. Capacity-building efforts included technical workshops and direct guidance by Besi, focusing on GHG emissions calculation methodologies and data

quality improvement. The survey results were analyzed to identify gaps, readiness levels, and priority areas for support, informing next-phase engagement in line with Besi's supply chain decarbonization plans.

In addition, Besi APac suppliers were guided via UN Global Compact SME ESG Hub to help them develop and submit their ESG Improvement Plans. They were also supported by one-to-one consultations held by Besi APac's Sustainability Team to translate insights into actionable decarbonization initiatives.

- Key lever 4, Low-carbon transportation: This lever focuses on the reduction of emissions associated with upstream and downstream transportation. Our key initiatives to reduce such emissions include:
 - Optimization of the transport and logistics of our systems.
 - Selection of low-carbon transportation types where possible.
 - Assessment of options to use sustainable fuels.
 - Development of innovative solutions with logistics service providers and operators.

Besi's continuous efforts to optimize transportation emissions have led to the adoption of sustainable transportation wherever possible. Besi monitors upstream and downstream transportation emissions on a quarterly basis to measure the effect of transportation on our Scope 3 emissions and to help reach our net zero emissions target. Our first Scope 3 emissions target set in 2022 already included upstream and downstream transportation as well as business travel emissions. Please refer to the section Targets for further details. In the next few years, we aim to make further progress with low carbon transportation solutions in light of our ambition to reach net zero emissions across all scopes by 2050.

- Key lever 5, Other solutions to reduce Scope 3 emissions: Other solutions include projects focused on increasing the granularity of supply chain emissions data, increasing waste recycling and reuse and procuring sustainable solutions for waste processing.

Locked-in GHG emissions related to the use of our products

Our systems are powered by electricity at our customers' operations. The use of our systems represents the largest category of Besi's Scope 3 emissions and has the largest impact on climate change. We do not expect significant locked-in GHG emissions from the use of our products on a long-term basis but remain proactive in our approach to ensure Scope 3 emissions reduction. Further, we aim to set up innovative solutions and partnership programs with our customers, industry associations and global decarbonization initiatives to encourage their use of renewable energy. Our Design-To-X initiative will also help reduce the GHG emissions and energy usage of our equipment. Our objective is to minimize the carbon footprint of our end-users while increasing Besi's product performance and design, procurement and operating efficiencies.

Scope 3 emissions decarbonization roadmap

Our Climate Transition Plan provides more detail on the short-, medium- and long-term decarbonization priorities for our value chain emission reductions. Initiatives to achieve such emission reduction levers have already started and are expected to be completed by 2050 in line with our Net Zero emission ambitions.

Decarbonization CapEx and OpEx

We aim to allocate the appropriate level of CapEx towards Scope 1 & 2 and Scope 3 emission decarbonization levers in order to achieve Besi's GHG emission reduction milestones and targets. CapEx associated with Scope 1 & 2 emission decarbonization levers include the implementation of renewable energy and energy efficiency projects as well as the purchase of electric vehicles to replace internal combustion engine vehicles throughout our operations. In addition, OpEx required for the reduction of Scope 1 & 2 emissions includes the purchase of renewable energy or renewable energy certificates. Further, Besi did not have significant CapEx related to coal, oil or gas-related economic activities during 2025 as it does not operate in the coal, oil or gas sectors.

CapEx associated with Scope 3 emission decarbonization levers include the implementation of Besi's Sustainable Design initiative. OpEx related to such levers includes the development of partnership programs with Besi's suppliers and customers to enhance their use of renewable energy and the implementation of energy efficiency and renewable energy projects in their operations.

In 2025, progress was made to increase the granularity of our GHG Scope 3 emissions data, engage the supply chain on the adoption of renewable energy and implement sustainable design concepts to reduce the energy consumption of our systems. Moving forward, there are plans to further develop the Climate Transition Plan by continuing to set ambitious decarbonization targets and developing partnerships with our value chain partners.

Transition plan alignment with overall business strategy and financial planning

The integration of the Climate Transition Plan into Besi's business strategy has become increasingly important as we navigate the impacts, risks and opportunities posed by climate change. Besi's Climate Transition Plan is aligned with our overall business strategy. We aim to align it with our financial planning across multiple dimensions:

- **Alignment with corporate vision and risk management:** Besi's strategy emphasizes long-term growth, innovation and market leadership. Our Climate Transition Plan supports these objectives by identifying how sustainability and climate resilience can drive competitive advantages for our business. In addition, we assess climate-related risks as part of our strategic planning including climate-related regulation, physical risks from extreme weather and sustainability-related market preferences and the preparation of responses to such risks.

- **Market positioning and competitiveness:** We seek to obtain a competitive advantage and therefore long-term sustainable value creation by ensuring our business is fully transparent with stakeholders and by optimizing our sustainable product design.
- **Operational efficiency:** We strive to improve resource efficiency, reduce waste and optimize energy use, all of which can lower operational costs.
- **Regulatory compliance and policy alignment:** Besi's Climate Transition Plan aids compliance with regulatory requirements by proactively adopting practices in alignment with emerging climate policies and regulations.
- **Long-term financial performance:** Investors increasingly prioritize sustainability and climate performance criteria in their decision-making process.
- **Corporate governance and accountability:** We actively involved the Board of Management and the Management Team in the development and implementation of our Climate Transition Plan to help ensure that climate goals were embedded in our decision-making processes.
- **Organizational impact:** Embedding climate considerations into Besi's business strategy helps us enhance employee engagement by fostering a sense of purpose and alignment with broader environmental goals.

Climate-related risks and opportunities

Climate change mitigation and energy and renewable energy were identified as material topics in the DMA. In addition, we have detailed in the Carbon Emissions section the process by which Besi measures its impact on climate change. When conducting our DMA, Besi used a range of information and data to inform its decision-making process such as the climate scenario analysis which was performed in 2022.

The scenario analysis was used to identify and assess the potential impact of climate physical and transition risks on our business and our value chain and, in part, to strengthen the resilience of Besi's sustainability strategy moving forward. Intergovernmental Panel on Climate Change ("IPCC") warming scenarios were utilized to build Besi-specific scenarios which allowed us to identify climate-related hazards including a high emissions climate scenario (as detailed by the Business-as-usual scenario below). Besi focused on the Representative Concentration Pathways ("RCPs") developed by the IPCC to model the net increase in warming of Earth's atmosphere under different greenhouse gas emissions concentration scenarios, specifically RCP8.5, RCP6.0 and RCP2.6. Subsequently, three qualitative transition scenarios were drafted from existing scenarios and trends and then combined with three warming scenarios from 2020 to 2100:

Name of scenario	Business-as-usual	Delayed transition	Net Zero
IPCC RCP	RPC8.5	RPC6.0	RPC2.6
Description of scenario	Extremely high emissions scenario with the global mean temperature expected to rise by 4.3°C (3.2 - 5.4°C) by the end of the 21 st century.	High emissions scenario with global mean temperature expected to rise by 2.9°C (2.0 - 3.8°C) by the end of the 21 st century assuming emissions peak around 2080 and decline thereafter.	The development of new technologies increases the probability of keeping global temperature growth below 2°C by 2100 with the global mean temperature expected to rise by 1.6°C (0.9 - 2.4°C) by the end of the 21 st century.
Time horizons	Short-term, medium-term and long-term*		
Climate events	Across the three most relevant physical climate risk indicators (temperature change, flooding and storms/cyclones), the magnitude of impacts generally maintained a net increase in warming when comparing RCP2.6, RCP6.0, and RCP8.5. Details are provided in section Physical climate risks assessment for Besi's global offices, R&D sites and manufacturing locations.		
Regulation/Policy	Limited governmental financial regulations on disclosure of climate risk with introduction of market incentives.	Uneven enforcement of governmental regulations on the disclosure of climate risk and greenhouse gas emissions.	Strong governmental regulation and action that requires strict emissions disclosure and reduction targets across all property types.
Market	Limited impact of climate and emissions performance on Besi's market value. Companies work with some suppliers to enhance their sustainability efforts but engagement is voluntary and limited.	Investor pressure on Net Zero aligned targets and climate reporting. Companies' plans and progress in low carbon transition are publicly disseminated and leveraged by knowledgeable customers/suppliers to influence partnership decisions.	Net Zero targets and climate disclosures are a market requirement. Customers have a high interest in more energy efficient/lower emissions products. This has an impact on purchasing decisions.
Technology	High dependence on fossil fuels. Available technologies have limited capabilities for large scale emissions reduction and energy efficiency.	Uneven access to technologies with some additional capabilities for emissions reduction and energy efficiency.	More available access to technologies with high capabilities for emissions reduction and energy efficiency.
Reputation	Limited investor scrutiny results in low potential reputational damage from an internal or external issue related to climate disclosure and action.	Uneven investor scrutiny results in medium potential reputational damage from an internal or external issue related to climate disclosure and action.	Increased investor scrutiny results in higher potential reputational damage from an internal or external issue related to climate disclosure and action. High potential exposure to climate-related litigation.

* To assess the climate implications of the above scenarios we applied the following time horizons:

- Short-term (0-1 year): In line with the annual financial reporting.
- Medium-term (period up to 2030): This period is considered the timeframe for major product and market trends in alignment with our five-year strategic planning cycle and medium-term target to achieve net zero greenhouse gas emissions in our operations by 2030.
- Long-term (2030-2050): This time horizon helps capture the commitments made by national and regional governments such as the European Green Deal goal of 2050, the potential long-term physical risks associated with climate change and Besi's ambition to reach net zero emissions across all scopes by 2050.

This climate scenario analysis consisted of three components:

1. Physical climate risk assessment for Besi's global office, R&D sites and manufacturing locations.
2. Qualitative transition climate risk assessment for Besi's operations and supply chain.
3. Assessment of Besi's resilience to identified climate-related risks and opportunities.

1. Physical climate risk assessment for Besi's global offices, R&D sites and manufacturing locations

We conducted physical climate risk assessments for 12 countries, including those where Besi and key suppliers have operations, using the three different IPCC warming scenarios outlined above. We analyzed five different climate risk indicators under the three scenarios identified above using the Climate Impact Explorer tool:

- Change in air temperature (°C) relative to the reference period 1986-2006.
- Fraction of population annually exposed to heatwaves (%) relative to the reference period 1986-2006.
- Fraction of population annually exposed to wildfire (%) relative to the reference period 1986-2006.
- Annual expected change in damage from river flood (%) relative to the reference 2005 US dollar value.
- Annual expected change in damage from cyclones (%) relative to the reference 2005 US dollar value.

In the described scenarios, Besi assessed the potential physical risks and increased likelihood associated with the following climate-related hazards at the country-level for all of Besi's assets and operations over the short-, medium- and long-term: (i) temperature-related (air temperature risk and exposure of population to heatwaves), (ii) wind-related (annual expected damage from cyclones) and (iii) water-related (damage from river flooding).

Across the three most relevant physical climate risk indicators (temperature change, flooding and storms/cyclones), the magnitude of impacts generally maintained a net increase in warming when comparing RCP2.6, RCP6.0, and RCP8.5. Results in such climate scenarios varied across risk indicators and locations. Generally, risk is projected to increase non-linearly with time across all locations analyzed. The rate of increase in climate risk for economic damages expected from cyclones and river floods shows non-linear trends while mean annual air temperature shows a more linear pattern across scenarios with variation among sites.

Besi's most critical gross physical climate risks are currently located at its Leshan, China and Malaysian assets and operations. In addition, Besi's assets and operations in North America (Arizona), Austria and Switzerland should experience high levels of warming by 2050. The primary physical risk categories affecting Besi's operations and supply chain in China and Malaysia are river floods, heatwaves and increased mean air temperature levels. As flooding, heatwaves and mean air temperature levels increase in frequency and intensity, assets and operations in high-risk areas may likely see more frequent disruptions and increased insurance premiums.

In response to such gross physical risks, actions were undertaken at Besi assets with the largest potential exposure. For example, we implemented measures at our Malaysian production sites to increase Besi's climate resilience in the event of flooding. In addition, an effort is underway to safeguard the electricity supply of Besi Leshan's production site in the event of blackouts such as those caused by heatwaves. As heatwaves potentially become more commonplace, the potential frequency of grid stress also increases, making our mitigation efforts even more important. Further, Besi Austria also invested in flood defenses in 2024 to help mitigate any potential flood risk to its operations. In the event of a business disruption, both Besi's production sites and office/R&D locations could be adversely affected.

2. Qualitative transition climate risk assessment for Besi's operations and supply chain

We also assessed our exposure to climate-related transition risks included in the following TCFD categories: Policy and Legal, Technology, Market and Reputation. Specifically, Besi assessed how its business activities may be exposed to such climate transition events creating gross transitions risks or opportunities. Besi made assumptions about the likelihood of pressure from regulators in such scenarios to: (i) comply with disclosure requirements, (ii) reduce carbon emissions, (iii) increase energy efficiency and (iv) improve technology performance.

In addition, we assessed likely stakeholder perceptions related to climate change, specifically how investors, customers and suppliers would react to the implications of different scenarios and whether additional investment costs would be required to bring our assets, manufacturing operations and research and development goals in line with stakeholder expectations and regulatory requirements. Such assumptions allowed us to qualitatively analyze the potential impact of these expectations and requirements on Besi's value and reputation across different geographies. In addition, demand for semiconductor technologies that support renewable energy products and vehicle electrification was also considered as a potential business opportunity.

Set forth below is a table which summarizes the results of the transitional risk assessment. Besi has not identified assets nor business activities incompatible with, or in need of, significant efforts to be compatible with a transition to a climate neutral economy.

TRANSITION RISKS

Category of climate risk	Climate risk drivers	Main affected time horizon
Transition risk	Policy and legal <ul style="list-style-type: none"> Local, state, regional and national regulatory pressure to set more strict energy efficiency and emission intensity targets for Besi and our value chain. 	Medium - long
	Technology <ul style="list-style-type: none"> Uncertainties that surround the development and implementation of carbon reduction and energy efficient technologies for our systems. 	Medium - long
	Market <ul style="list-style-type: none"> Uncertainty about the sustainability of sourcing and refining materials essential to Besi's products. 	Short - medium - long
	Reputation <ul style="list-style-type: none"> Besi will be required (or strongly pressured) to use the Company's sustainability performance as a key consideration in investment or partnership decisions. 	Short - medium - long

3. Assessment of Besi's resilience to identified climate-related risks and opportunities

After having identified the climate-related risks and opportunities from the scenario analysis, Besi reviewed the resilience of its strategy to climate-related risks and opportunities by means of interviews with the Board of Management and Management Team using our 2022 scenario analysis. The assessment considered the numerous strategic initiatives already in place to ensure that our strategy and business model are able to manage and adapt to the climate-related risks and opportunities in our value chain. To this end, the resilience analysis considered several of our current strategic initiatives:

- Governance of climate-related risks and opportunities: The Board of Management is responsible for defining and achieving Besi's climate-related strategy and objectives with day-to-day responsibility residing with the SVPs and facility management of their respective departments.
- Sustainability policy and Climate Transition Plan: Besi has developed a Sustainability policy which defines its targets and ambitions with respect to climate change and the environment. The Climate Transition Plan specifically outlines how Besi intends to meet such goals.
- Internal control and risk management: As described in the Internal controls over sustainability reporting section, Besi has incorporated climate-related impacts, risks and opportunities into its internal control and risk management system to manage and mitigate risks.

- Risk mitigation: As outlined in our Climate Transition Plan, Besi has implemented various measures across its value chain including energy efficiency initiatives, renewable energy adoption, collaboration with our suppliers and the implementation of a Design-to-X concept focused on the resource efficiency of our systems.
- Sustainability reporting framework: Besi started collecting GHG emission data in 2014 and initiated quarterly sustainability reporting in 2019 with assigned responsibilities across its global operations. Besi also continuously enhances its sustainability methodology and data collection to identify all material impacts for inclusion in its reporting.

Besi is considered well prepared for the Business as Usual and Delayed Transition scenarios due to its commitment to reduce overall carbon emissions, its engagement with investors, suppliers and clients and its annual disclosures regarding climate mitigation. However, the assessment also indicated that Besi could make further progress with respect to its climate-related goals by pursuing SBTi-certified targets, improving its energy and carbon emissions data tracking efforts and further integrating the Climate Transition Plan into our overall business strategy. Therefore, the conclusion from the Net Zero scenario was that Besi's Scope 1 & 2 emissions will naturally fall over time as utility grids move to 100% renewable energy sources given emissions reduction requirements across all sectors (including utilities and buildings) in alignment with the Paris Agreement. Further, once the electricity grid decarbonizes, Besi will consider using recognized solutions such as carbon capture technologies to reduce outstanding GHG emissions which could not otherwise be reduced through improved infrastructure or operations.

The assessment considered Besi's strategy and business model to be resilient against climate-related risks across all three climate scenarios. No material climate-related assumptions have been made in the Financial Statements. However, there are opportunities for Besi to further improve its resilience to regulatory, reputational and technology-related climate risks:

	RCP8.5/Business-as-usual	RCP6.0/Delayed transition	RCP2.6/Net Zero
Physical climate risks	<ul style="list-style-type: none"> Increased acute risk of flooding and heatwaves affecting manufacturing operations and supply chain. Potential for additional disruption to offices and production sites. 		<ul style="list-style-type: none"> Impact of flooding and heatwaves on manufacturing already being observed.
Transition climate risks	<ul style="list-style-type: none"> Well prepared for policy/legal risks. Low potential exposure to carbon pricing. Relatively little pressure from customers on product efficiency. 	<ul style="list-style-type: none"> Uncertain customer behavior and consumer preferences. Low potential exposure to carbon pricing in the short term. High exposure in the long term. Uneven pressure on product efficiency. 	<ul style="list-style-type: none"> Greater potential exposure to policy/regulatory risks. More potential reputational risk if not net zero. More significant transition costs. Higher potential exposure to carbon pricing.
Transition opportunities	<ul style="list-style-type: none"> Increased resilience against climate and weather impacts. 	<ul style="list-style-type: none"> Energy and resource efficient product design. Incorporate renewable technologies. Drive decarbonization of upstream supply chain. Improve energy efficiency and associated energy costs. Opportunity to drive customer emissions reduction. 	

We plan to further evaluate such risks and their associated business impacts in a more comprehensive manner in future years.

Climate change-related policies

Besi's Sustainability policy and Climate Transition Plan address its material impacts, risks and opportunities including climate change mitigation and energy use. The Sustainability policy outlines our climate ambitions and key strategic objectives. However, the Climate Transition Plan provides a more detailed GHG emissions action plan and the key levers to be used to achieve decarbonization in Besi's operations as well as its upstream and downstream value chains.

Besi aligns its Sustainability policy with the Paris Agreement and focuses on the following climate-related topics found to be material throughout our value chain:

Climate change mitigation

Our goal is to achieve net zero emissions in our operations and upstream and downstream value chains. Besi's objective is to achieve net zero greenhouse gas emissions in its operations by 2030 incorporating Scope 1 & 2 emissions. We aim to continuously monitor

the impact of climate change on our business through regular assessments of specific climate change physical and transition risks. We intend to address such risks through the implementation of risk-mitigating strategies, policies and action plans.

Energy efficiency and renewable energy deployment

Our energy use and emissions reduction strategy is based on the following principles:

- Increasing energy efficiency and reducing energy consumption in our operations.
- Producing our own renewable energy or using renewable energy exclusively wherever available.
- Using market instruments to cover or compensate emissions that cannot be avoided or when the usage of renewable energy is not feasible.
- Applying the concept of sustainable design to our products to improve their energy efficiency. This is one of our key priorities as we seek to enhance future growth with a lower environmental impact.
- Engaging our suppliers to improve their energy efficiency and reduce Besi's supply chain-related greenhouse gas emissions.

Climate change actions and resources

Besi's Climate Transition Plan sets out the strategic direction of our action on climate change actions. Each product group and operational site has developed its own action plan based on such policies. At the corporate level, key actions and resources related to climate change are listed in the table below. Our actions also seek to provide remedies for the actual negative material impacts on climate change resulting from our operations and value chain.

Policy/action plan	Key actions	Scope	Time horizon	Year of completion	Description	Progress	Allocated resources	Financial resources
Climate Transition Plan	<ul style="list-style-type: none"> Increase granularity of supply chain emissions data. Increase adoption of renewable energy in the supply chain. Develop procurement of low-carbon products and services. Reduce carbon-intensive supply through sustainable system design. Contract green electricity to ensure 100% renewable energy consumption for our own operations. Implementation of energy efficiency and renewable energy sources in heating and cooling solutions. Use EVs instead of ICE vehicles. Increase energy efficiency of our products. Engage with customers to enhance the use of renewable energy. Implement other solutions to reduce downstream emissions. 	Value Chain	2021*-2050	2050	Our Climate Transition Plan sets key decarbonization levers to be implemented in the short-, medium- and long-term to achieve net zero emissions in our operations by 2030 and net zero emissions in our upstream and downstream value chain by 2050.	<ul style="list-style-type: none"> Launched supplier sustainability scorecard and several supplier engagement initiatives as described in the Climate Transition Plan. Implementation of sustainability performance ratings for 65% of Besi's purchase volume. 97% reduction in Scope 1 & 2 emissions achieved due to use of renewable energy or renewable energy certificates. Implemented heating efficiency projects in Besi Netherlands and Meco, and renewable energy heating in Austria. Purchased EV vehicles to replace ICE vehicles at Besi Leshan. Developed an action plan to reduce energy consumption in die attach platforms by 10% by 2027. Achieved significant progress towards this target as described in the section Climate Transition Plan. Expanded accounting and reporting of Scope 3 emissions categories. 	<p>Corporate Sustainability Team to produce guidance and track performance.</p> <p>Internal Audit and Control team to track performance through internal control system.</p> <p>Operations, including management, technical teams, HR and Sustainability Teams.</p> <p>External consultants and advisors to support the development and implementation of specific sustainability topics.</p>	CapEx and OpEx allocated to Besi's Climate Transition Plan.

* All targets are based on 2021 baseline levels.

We have detailed Besi's expected GHG emission reductions per key decarbonization lever in the Climate Transition Plan.

Our Climate Transition Plan is supported by both CapEx and OpEx investments. Investments related to our key climate-related actions include, among others, (i) the implementation of sustainable design and energy efficiency initiatives, (ii) the transition to renewable energy sources, and (iii) the promotion of renewable energy adoption in our value chain. Climate-related investments are integrated into Besi's overall strategic decision-making and typically form part of broader investments with multiple objectives. Indeed, the future allocation of financial resources is subject to the business, regulatory, and external environment to which Besi is exposed. However, these climate-related financial resources are not considered significant. As such, we have not disclosed the specific monetary amount of current and future financial resources attributed to the implementation of Besi's Climate Transition Plan. We review our policies and progress against targets annually and, if required, introduce corrective measures including the re-allocation of resources. Our Climate Transition Plan is aligned with the EU Taxonomy with respect to climate mitigation. As such, the identified levers associated with our Climate Transition Plan and any related CapEx will contribute to the increased alignment of our economic activities as a result of the increased energy performance of our buildings.

Targets

Reducing Besi's carbon footprint is a key focus of our sustainability strategy which includes the management of our material climate-related impacts, risks and opportunities. All emission reductions will be achieved through the implementation of the key decarbonization levers discussed in our Climate Transition Plan. We have set two strategic long-term targets which have been approved by our Board of Management and Supervisory Board in recognition of the global ecological and societal imperatives caused by climate change based on conclusive scientific evidence:

- We target net zero emissions in our own operations (Scope 1 & 2 emissions) by 2030.
- We aim to reach net zero emissions across all scopes by 2050.

These short-, medium- and long-term targets help us track progress on our transition to net zero GHG emissions across our value chain:

Our ambition is to reduce carbon emissions and carbon emission intensity ratio (carbon emissions/revenue) across all three reporting scopes. To this end, we have set challenging interim milestones and targets for achievement in 2026, 2028 and 2030, respectively, (against a 2021 baseline) for the following metrics:

- Scope 1 & 2 emissions (own operations).
- Scope 3 emissions (upstream and downstream).
- Fuel consumption (own operations).
- Renewable energy (own operations).

Besi's Scope 1 & 2 emissions aggregated 10,812 tCO₂eq in 2021 with Scope 1 emissions representing 332 tCO₂eq (3%) and Scope 2 emissions representing 10,480 tCO₂eq (97%). The baseline of 2021 was chosen to reflect the year in which there was a review and update to Besi's sustainability strategy and targets. Initially, the focus was on our 2022 performance versus a 2019 baseline.

In 2024, we expanded the reporting of our Scope 3 emissions to include all relevant categories according to the GHG Protocol methodology such as purchased goods and services, capital goods, waste generated in operations, employee commuting, the use of sold products and the end-of-life treatment of sold products (in line with our GHG inventory boundaries disclosed in the Gross Scope 1, 2, 3 and total GHG emissions section). Due to the inclusion of these Scope 3 categories, the baseline value for our Scope 3 emissions significantly changed in 2024 relative to 2021. As such, we have continued to report our progress in reducing Besi's Scope 3 emissions in 2024 against a 2021 baseline for the limited Scope 3 emissions categories. We provide comparative information about our total Scope 3 emissions performance in 2025 versus 2024 in the Metrics section of the Climate Change Chapter. Over the medium-term, we plan to set targets which include additional relevant Scope 3 emissions categories using a revised baseline value and year.

Besi's Climate Transition Plan further details each decarbonization lever and their overall quantitative contributions to the achievement of our emissions reduction targets. We will not use carbon credits nor offsets to meet our Scope 1 & 2 and Scope 3 emissions reduction targets. However, we may use carbon capture or other sustainable solutions in the future to compensate for residual Scope 3 emissions including any unabated emissions within the scope of our Net Zero target in 2050.

Target	Type of target	Baseline value (2021)	2025 value and performance versus 2021 baseline			2030 Target	2050 Target
			2026 interim target, %	2025 value	Progress		
			Reduction in fuel consumption	Absolute	2.5 (GWh)		
Renewable energy globally	Absolute	20%	85%	99%	79 pts	100%	-
Reduction in Scope 1 & 2 emissions	Absolute	10,812 (tCO ₂ eq)	75%	313	97%	Net Zero	-
Reduction in Scope 3 emissions	Absolute	11,942 (tCO ₂ eq)	15%	6,892	42%	20%	Net Zero

* The Scope 3 emissions reduction target was set for four Scope 3 emissions categories for which Besi has collected data and reported against since 2019 including: Upstream Transportation and Distribution, Downstream Transportation and Distribution, Business Travel and Fuel- and Energy-related Activities (which are not included in our Scope 1 or Scope 2 emissions). As described in the Climate Transition Plan section, these four categories represent a minor percentage of Besi's total Scope 3 emissions. However, to maintain consistency with the initiatives established and reported against since 2019, we believe it is important to report on their progress versus targets set even though such emissions represent a limited portion of our total Scope 3 emissions.

How the targets were set

In setting Besi's Climate Change targets, the Board of Management, supported by the Sustainability Team, SVPs and facility management, took into consideration:

- Factual data on the energy consumption of our operations and the accounting for GHG emissions since 2014.
- The Paris Agreement goal to hold "the increase in the global average temperature to well-below 2°C above pre-industrial levels" and pursue efforts "to limit the temperature increase to 1.5°C above pre-industrial levels".
- The European Green Deal which set policy initiatives by the European Commission to align with the overarching goal of making the European Union climate neutral by 2050.
- Recommendations of the Semiconductor Sustainability Accounting Standard as prepared by the Sustainability Accounting Standards Board.
- An assessment of strategies by Besi's peers related to climate change.
- Consideration of the climate scenarios discussed in the Climate-related risks and opportunities section to detect relevant environmental-, societal-, technological-, market- and policy-related developments.
- Stakeholder views on the importance of climate change to Besi's business.

Besi's mission to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications and to exceed industry average benchmarks of financial performance was also taken into consideration when setting these targets. Besi's Climate Transition Plan outlines the capital requirements to meet our climate objectives and ensure that such requirements satisfy this mission. Thus, our ability to implement such actions depends on the availability of sufficient capital resources and Besi's broader business strategy. Of note, Besi's successful navigation of volatile assembly equipment markets at high levels of profitability exceeding industry average benchmarks has provided access to capital and capital markets historically on attractive terms, conditions and cost of capital.

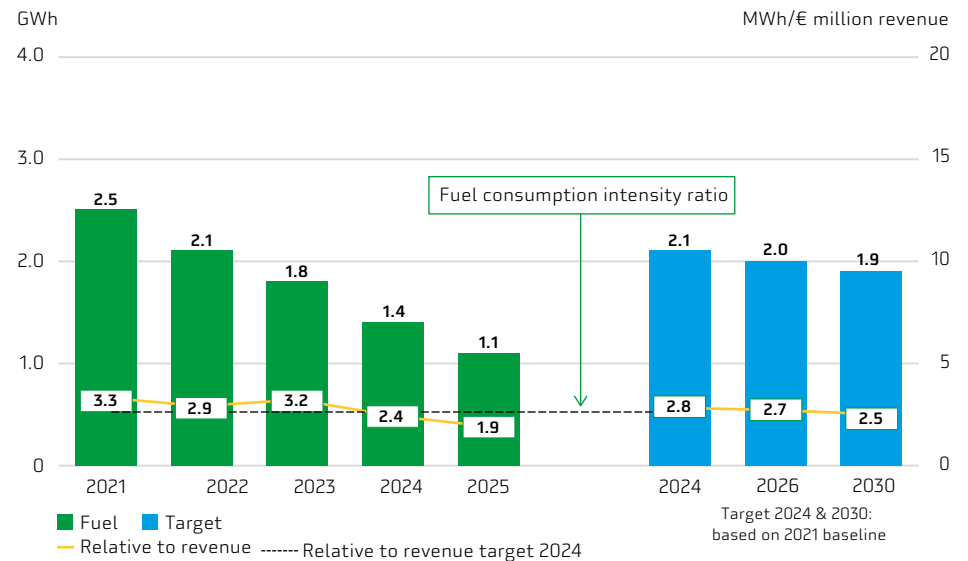
The Scope 1 & 2 and Scope 3 emissions reduction targets have not been certified by the Science Based Targets initiative ("SBTi"). However, we consider Besi's Scope 1 & 2 emissions targets to be aligned with the SBTi criteria and the 1.5 degree trajectory as per the Paris Agreement as described in the Climate Transition Plan.

Progress against targets

Fuel consumption

In 2025, our absolute fuel consumption of 1.1 GWh significantly outperformed our 2026 interim target of 2.0 GWh and represented a 21% decrease relative to 2024 due to the successful implementation of a heat pump at Besi Austria and the installation of new energy management software at Besi Netherlands and Mecco. In addition, Besi achieved a fuel consumption intensity ratio of 1.9 MWh/€ million revenue which was lower than both the 2024 and 2021 intensity ratios of 2.4 MWh/€ million revenue and 3.3 MWh/€ million, respectively.

FUEL CONSUMPTION TRENDS

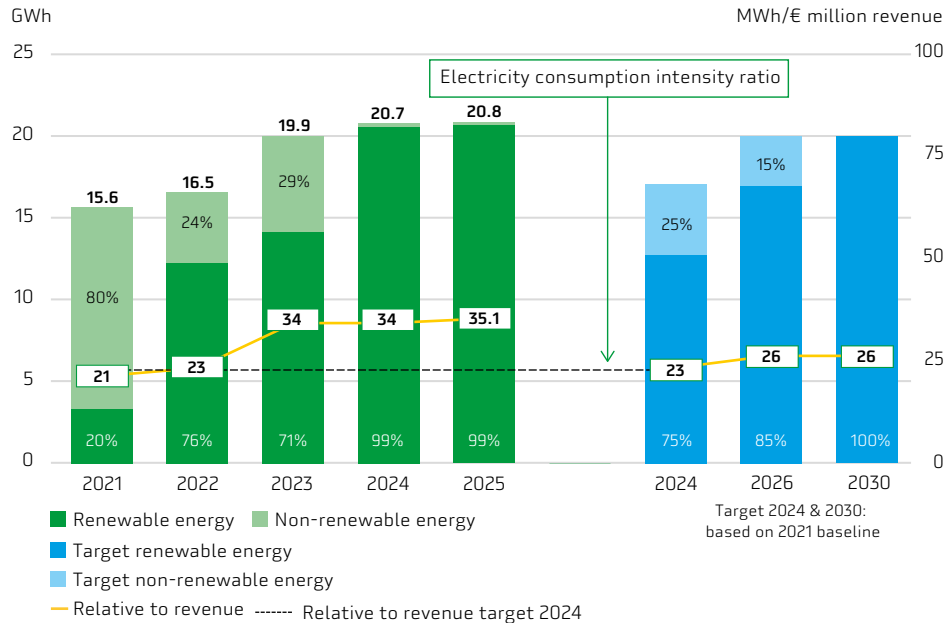


Energy use and renewable energy

In 2025, renewable energy represented 99% of Besi’s total electricity consumption, the same as in 2024 and up significantly versus the 71% reported in 2023. The increase was primarily due to the procurement for our operations in Leshan (China), Malaysia and Vietnam of Renewable Energy Certificates (“RECs”) and Green Electricity Certificates (“GEC”) focused on funding renewable energy projects in each of such countries independent of our direct energy suppliers. We utilize renewable energy sources at many of our locations worldwide including 100% utilization at all our European operations. For our operations in Europe (Austria, Switzerland and the Netherlands) and Singapore, we purchase renewable energy directly from our energy suppliers.

Besi’s electricity consumption in 2025 increased slightly versus 2024 levels. However, it increased by 33% versus the baseline year 2021 due primarily to the expansion of our Asian operations including a new production site in Malaysia, additional cleanrooms in Singapore and Malaysia and the establishment of a new Vietnam production facility. In addition, intensity ratio trends in recent years have been adversely affected by the ongoing assembly market downturn which caused our revenue to decline from € 749.3 million in 2021 to € 591.3 million in 2025.

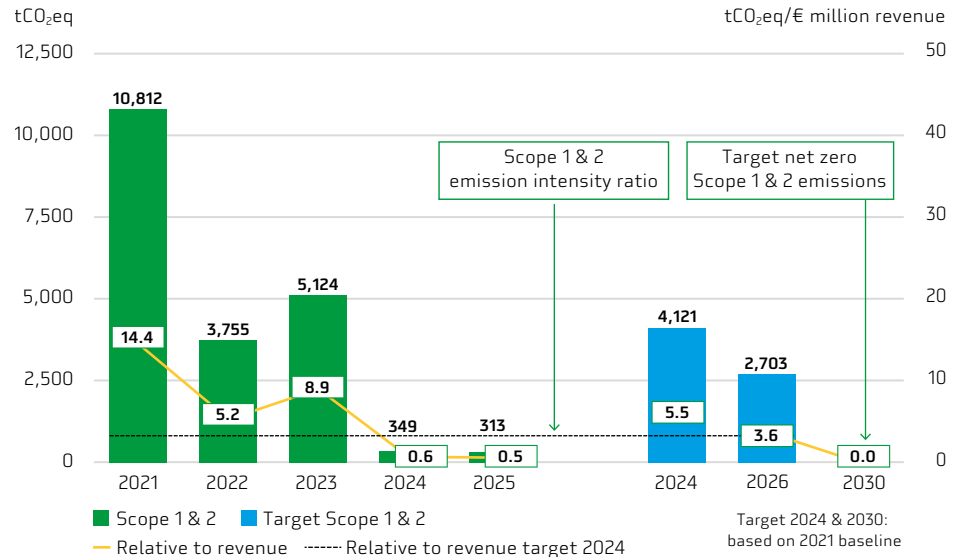
ELECTRICITY CONSUMPTION TRENDS



Scope 1 & 2 emissions

Our absolute Scope 1 emissions decreased by 40% in 2025 relative to 2024 due primarily to the implementation of an AI heating and cooling system at Besi Netherlands and Meco. Applying a market-based methodology, our absolute Scope 2 emissions increased in 2025 relative to 2024 by 17% due to the additional energy required to significantly expand cleanroom production capacity and R&D capabilities of our Malaysian and Singaporean facilities in support of anticipated wafer level assembly growth as well as an increase in our production capabilities in Vietnam. As compared to the 2021 baseline year, Scope 2 emissions have decreased by 98% due to the purchase of RECs and GECs for our operations in Leshan (China), Malaysia and Vietnam. Besi recorded absolute Scope 1 & 2 emissions of 313 tCO₂eq in 2025 which was significantly better than our 2026 target of 2,703 tCO₂eq. In addition, Besi achieved a Scope 1 & 2 emission intensity ratio of 0.5 tCO₂eq/€ million revenue which was significantly lower than the 2021 value of 14.4 tCO₂eq/€ million revenue and our 2026 target of 3.6 tCO₂eq/€ million revenue. In 2025, Besi’s location-based Scope 2 emissions decreased by 2% to 10,262 tCO₂eq from 10,503 tCO₂eq in 2024. 99% of the total contractual instruments were used to apply market-based methods. Of the total, 89% (2024: 89%) are contractual instruments used for the sale and purchase of unbundled energy attribute claims and 10% (2024: 9%) are contractual instruments used for the sale and purchase of energy bundled with attributes related to energy generation.

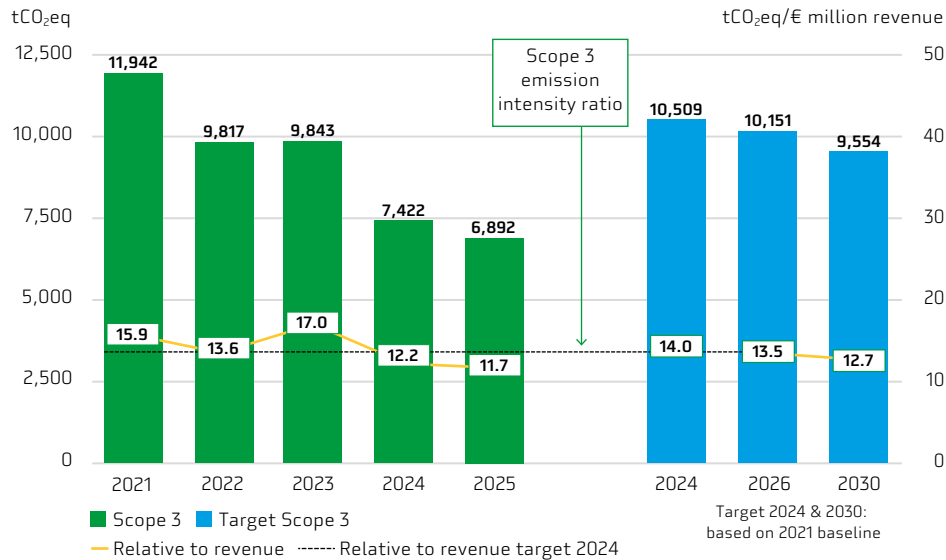
SCOPE 1 & 2 GHG EMISSIONS TRENDS (MARKET BASED)



Scope 3 emissions

In 2025, Besi reduced its absolute Scope 3 emissions (as per reported scope) versus the 2021 baseline by 42% (5,050 tCO₂eq) reflecting progress in the areas of transportation, freight and travel and the increased adoption of renewable energy in our operations. In addition, Besi’s Scope 3 emission intensity ratio decreased to 11.7 tCO₂eq/€ million revenue in 2025, a decrease of 4.2 points versus the 2021 baseline and 0.5 points versus 2024, even despite the significant decrease in our revenue between 2021 and 2025 due to the assembly equipment market downturn.

SCOPE 3 GHG EMISSIONS TRENDS*



* The Scope 3 emissions reduction target was set for the Scope 3 emission categories for which Besi collected data and reported against in 2021 including: Upstream transportation and distribution, downstream transportation and distribution, business travel and fuel- and energy-related activities (which are not included in our Scope 1 or Scope 2 emissions). In 2024, we expanded the reporting of our Scope 3 emissions to include all relevant categories according to the GHG Protocol methodology such as purchased goods and services, capital goods, waste generated in operations, employee commuting, use of sold products and end-of-life treatment of sold products which is not reflected in this graph. In 2025, we continued reporting all material categories of Scope 3 emissions. To be consistent in our sustainability reporting, we provide progress against the targets set in 2022.



Besi APac's QEHS team.

Metrics

Energy consumption and mix

Our energy consumption includes direct and indirect energy consumption. Direct energy consumption includes the use of fuels such as natural gas to heat our buildings and transport fuels such as gasoline and diesel. Indirect energy consumption includes the use of electricity for our operations as well as purchased heating or cooling for our facilities. Each quarter, we collect energy consumption data from our operations and aggregate this information at the corporate level. We calculate energy consumption on the basis of invoices from our energy suppliers. If invoices are not available at the time of quarterly data reporting, we use meter readings or estimates. Corrections to this quarterly data are made once the invoices are available. We collect quarterly information on fuel usage in physical units such as m³ for natural gas and convert such amounts to MWh applying lower heating values for each fuel type.

Gross Scopes 1, 2, 3 and total GHG emissions

In reporting carbon emissions levels, we have adopted the standards and methodology put forth by the Greenhouse Gas Protocol which divides emissions into three Scopes:

- Scope 1 emissions cover direct greenhouse gas (“GHG”) emissions resulting from day-to-day business activities. This category includes on-site fuel combustion such as gas boilers as well as manufacturing, transport and fugitive emissions.
- Scope 2 emissions cover indirect GHG emissions which result from the electricity, heat and steam we purchase from external sources. We calculate Scope 2 emissions using location-based and market-based methods.
- Scope 3 emissions cover nine material categories of GHG emissions including Purchased goods and services, Fuel and Energy-related activities, Upstream and downstream transportation, Business travel, Waste generated in operations, Employee commuting, Use of sold products and End of life treatment of sold products.

Energy consumption and mix	2024	2025	% 2025/2024
(1) Fuel consumption from coal and coal products (MWh)	0	0	NA
(2) Fuel consumption from crude oil and petroleum products (MWh)	124	97	78%
(3) Fuel consumption from natural gas (MWh)	653	366	56%
(4) Fuel consumption from other fossil sources (MWh)	0	0	NA
(5) Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh)	827	852	103%
(6) Total fossil energy consumption (MWh) (calculated as the sum of lines 1 to 5)	1,604	1,315	82%
Share of fossil sources in total energy consumption (%)	7%	6%	86%
(7) Consumption from nuclear sources (MWh)*	430	427	NA
Share of consumption from nuclear sources in total energy consumption (%)	2%	2%	NA
(8) Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) (MWh)	0	0	NA
(9) Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh)	19,925	19,966	100%
(10) The consumption of self-generated non-fuel renewable energy (MWh)	643	624	97%
(11) Total renewable energy consumption (MWh) (calculated as the sum of lines 8 to 10)	20,568	20,590	100%
Share of renewable sources in total energy consumption (%)	93%	94%	101%
Total energy consumption (MWh) (calculated as the sum of lines 6 and 11)	22,172	21,905	99%

In 2025, our total energy consumption slightly decreased from 22,172 MWh in 2024 to 21,905 MWh. In addition, our energy intensity ratio increased by 1% primarily due to Besi’s 2.7% revenue decrease in 2025 versus 2024. Information about Besi’s revenue can be found in Note 24 Revenue in the Notes to the Consolidated Financial Statements.

Energy intensity per net revenue (based on ESR5 definitions, Besi operates in a high climate impact sector)	2024	2025	% 2025/2024
Total energy consumption from activities in high climate impact sectors per net revenue from activities in high climate impact sectors (MWh/€ million revenue)	36	37	103%

* Similar to last year, energy consumption from nuclear sources is counted based on energy grid mix of each country of our operations. The nuclear power consumption is not included in calculation of the total energy consumption to avoid double counting.

In 2024, we expanded the reporting of Scope 3 emissions adding five material categories to our scope of reporting as described above in the section Progress against targets. However, we continue to apply industry and/or market average indicators for less material categories (Waste Generated in Operations, Employee Commuting and End-of-Life Treatment of Sold Products) in accordance with GHG Protocol guidance. Details are provided in the section GHG emissions accounting methodology. Besi's Scope 1 & 2 and 3 emissions do not include biogenic emissions of CO₂ from the combustion or bio-degradation of biomass due to irrelevance of this emissions type to our business and value chain.

		Retrospective			Milestones and target years		
	Base year (2021)	2024	2025	2025/2024 %	2026	2030	Annual % Target/base year
Scope 1 GHG emissions							
Gross Scope 1 GHG emissions (tCO ₂ eq)	331	165	99	60%	250	0	76%
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	0	0	0	0%			
Scope 2 GHG emissions							
Gross location-based Scope 2 GHG emissions (tCO ₂ eq)	12,181	10,503	10,263	98%			
Gross market-based Scope 2 GHG emissions (tCO ₂ eq)	10,480	184	214	116%	2,453	0	23%
Significant scope 3 GHG emissions							
Total Gross indirect (Scope 3) GHG emissions (tCO ₂ eq)	11,942	242,920	251,096	103%			
1 Purchased goods and services		86,188	93,555	109%			
3 Fuel and energy-related activities (not included in Scope 1 or Scope 2)	2,565	52	41	79%			
4 Upstream transportation and distribution	1,822	2,232	2,316	104%			
5 Waste generated in operations		71	75	106%			
6 Business traveling	460	2,084	2,397	115%			
7 Employee commuting		3,060	2,481	81%			
9 Downstream transportation	7,095	3,055	2,139	70%			
11 Use of sold products		146,167	148,081	101%			
12 End-of-life treatment of sold products		11	11	100%			
Total GHG Emissions							
Total GHG emissions (location-based) (tCO₂eq)		253,588	261,458	103%			
Total GHG emissions (market-based) (tCO₂eq)	22,753	243,269	251,409	103%			
					2024	2025	2025/2024 %
GHG intensity per net revenue							
Total GHG emissions (location-based) per net revenue (tCO ₂ eq/€ million revenue)					417	442	106%
Total GHG emissions (market-based) per net revenue (tCO ₂ eq/€ million revenue)					400	425	106%

EU Taxonomy disclosure

The EU Taxonomy Regulation (EU 2020/852) (“EU Taxonomy”) is a green classification system that determines which economic activities can be considered environmentally sustainable under the EU framework. It helps companies, investors and other stakeholders identify and invest in activities that contribute to sustainable objectives. The EU Taxonomy establishes six environmental objectives, each supported by subsequent delegated acts that define related activities and determine Technical Screening Criteria (“TSC”), Do No Significant Harm (“DNSH”) criteria and minimum safeguards:

- Climate Change Mitigation (“CCM”).
- Climate Change Adaptation (“CCA”).
- Sustainable use and protection of Water and Marine Resources (“WTR”).
- Transition to a Circular Economy (“CE”).
- Pollution Prevention and Control (“PPC”).
- Protection and restoration of Biodiversity and ecosystems (“BIO”).

The EU Taxonomy requires that any undertaking, which is subject to Directive 2013/34/EU, is compliant with the reporting requirements provided in Article 8 of EU Taxonomy. For the reporting period 2025, non-financial undertakings are required to disclose the proportion of key performance indicators (revenue, capital expenditures and operating expenses) associated with economic activities that are eligible and aligned with the six environmental objectives.

Basis for preparation

We prepared our EU Taxonomy disclosure in accordance with Commission Delegated Regulation EU 2021/2178 and Commission Delegated Regulation (EU) 2023/2486 and several Commission Notices containing answers to frequently asked questions about EU Taxonomy reporting. We used the Regulation (EU) 2020/852 as supplemented with Commission Delegated Regulation (EU) 2021/2139, Commission Delegated Regulation (EU) 2023/2485, Commission Delegated Regulation (EU) 2023/2486 and Commission Delegated Regulation (EU) 2022/1214 to identify eligible activities and for the assessment of activities that are aligned including the screening of alignment with the minimum safeguards. Besi did not apply the Commission Delegated Regulation (EU) 2026/73 for 2025.

We do not have any economic activities related to nuclear energy and fossil gas. As such, only Template 1 “Nuclear and fossil gas-related activities” outlined in the Commission Delegated Regulation (EU) 2022/1214 is included in our EU Taxonomy disclosures.

Besi’s accounting principles for determining revenue, capital expenditures and operating expenses under the EU Taxonomy are aligned with the accounting principles included in Note 2 Summary of material accounting principles in the Notes to the Consolidated Financial Statements. Operating expenses as per the EU Taxonomy have a different

definition and are included as a subset of the operating expenses reported in the Consolidated Financial Statements. Besi has identified the following applicable economic activities under the Climate Change Mitigation and Circular Economy objective:

- Manufacture of electrical and electronic equipment (CE 1.2), associated with Besi’s core activity of manufacturing semiconductor assembly equipment.
- Repair, refurbishment and remanufacturing (CE 5.1), associated with the extended warranty service on the machines purchased from Besi in the past.
- Acquisition and ownership of buildings (CCM 7.7), associated with the acquisition of investment property in 2025.

Financial resources required to implement actions taken or planned to CapEx plan required by Commission Delegated Regulation (EU) 2021/2178, are integrated into Besi’s overall strategic decision-making and typically form part of broader investments with multiple objectives. Indeed, the allocation of financial resources is subject to the business, regulatory, and external environment to which Besi is exposed. However, the EU Taxonomy-related financial resources are not considered significant.

Our EU Taxonomy activities do not substantially contribute to multiple environmental objectives as there is no double counting in the allocation in the numerator of Revenue, CapEx and OpEx KPIs across economic activities. We have performed the assessment based on our interpretation of how the regulation applies to our business activities and the impact thereof on eligibility and alignment. Future guidance could result in more accurate definitions and altered decision-making in meeting reporting obligations that may come into force and which could impact future EU Taxonomy reporting.

Assessment

The proportion of the EU Taxonomy eligible revenue is determined as the part of the net revenue derived from our products and services associated with CE 1.2 “Manufacture of electrical and electronic equipment” and CE 5.2 “Repair, refurbishment and remanufacturing”, divided by net revenue. In addition, Besi derives a portion of its revenue from the sale of spare parts. However, in the absence of more granular financial reporting information, Besi is unable to distinguish between spare parts and wear and tear components (referred to as consumables), a distinction explicitly outlined in the description of economic activity “Sale of spare parts (CE 5.2)”. As a result, Besi has opted for not reporting eligibility for this revenue stream. This category will be further examined in the future.

Besi concluded that a portion of the CapEx associated with manufacturing equipment is essential to its revenue-generating activities. As a result, the investments associated with Besi’s R&D are classified under the activity “Manufacture of electrical and electronic equipment (CE 1.2)”. In addition, in 2025 Besi acquired property which was eligible under

the activity Acquisition and ownership of buildings (CCM 7.7). The denominator for the CapEx KPI includes additions to tangible and intangible assets during the financial year. Besi further concluded that a portion of the OpEx associated with non-capitalized R&D costs is related to its core activity of manufacturing semiconductor assembly equipment. As a result, such OpEx are classified under the activity "Manufacture of electrical and electronic equipment (CE 1.2)". Total OpEx in the scope of the EU Taxonomy is determined based on the non-capitalized costs associated with R&D, building renovation, short-term leases, maintenance and repair activities and any other direct expenditures related to the day-to-day servicing of property, plant and equipment.

Besi has conducted an alignment assessment of the activities pursuant to the Climate Change Mitigation and Circular Economy objectives as a substantial portion of our revenue falls within the scope of these activities. To conduct the assessment, we reviewed substantial contribution criteria with our product groups for the activities CE 1.2 and CE 5.1. As there is no detailed guidance on how to interpret certain technical screening criteria, we take a conservative approach when considering whether eligible portions of Revenue and the associated CapEx and OpEx are not aligned with the requirements. Regarding the activity CE 1.2, in the absence of EU Ecolabels for machines manufactured by Besi, we concluded that certain requirements such as Design for reuse and remanufacturing, Design for dismantling, Design for recyclability and Proactive substitution of hazardous substances cannot be fully met. Regarding the activity CE 5.1, we concluded that the criteria to ensure that the product's materials, particularly critical raw materials and components that have not been reused in the same product are reused elsewhere or recycled or disposed of in accordance with applicable European Union and national regulation have not been fully met. For CCM 7.7 we reviewed the substantial contribution criteria and concluded that it is not aligned with the requirements.

The DNSH criteria for activities contributing to the Circular Economy objective include detailed requirements for Climate change mitigation, Climate change adaptation, Sustainable use and protection of water and marine resources, Pollution prevention and control and Protection and restoration of biodiversity and ecosystems. Besi screened its eligible economic activities against all relevant environmental objectives with the corresponding DNSH criteria. We regard our eligible activities as not fully aligned with the Pollution prevention and control objective and, in the absence of the required granularity in a physical climate risks assessment and an Environmental Impact Assessment, we assume that we are not fully aligned with the Climate change adaptation and the Protection and restoration of biodiversity and ecosystems objectives for the activity CCM 7.7, CE 1.2 and CE 5.1.

To summarize, based on the assessment of substantial contribution criteria and DNSH, we conclude that the eligible portions of Revenue, CapEx and OpEx do not fully meet the requirements outlined in the regulation. Besi is committed to running its operations in accordance with internationally recognized standards and best practices.

The last step of the alignment assessment is to check Besi's compliance with the minimum safeguards following the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights, the principles and rights set out in the International Labor Organization's Declaration on Fundamental Principles and Rights at Work and the International Bill of Human Rights. The minimum safeguard criteria have been assessed in relation to our eligible activities based on the final report on minimum safeguards from the Platform on Sustainable Finance.

Besi is committed to respecting and promoting human rights in all aspects of our business operations. This Human Rights policy outlines our commitment to uphold fundamental human principles. We believe that respecting human rights is integral to our values and essential for the sustainable success of our business. Our commitment to human rights is integrated into our business processes and supported through a range of policies such as the Anti-Corruption and Bribery policy, Code of Conduct and Supplier Code of Conduct to make sure that we conduct our business in alignment with our vision and driven by our values. We have established systems, policies and procedures in compliance with all applicable laws and regulations to mitigate and prevent any potential human rights issues in our own operations or while interacting with clients or suppliers.

Besi has potential negative impacts from topics related to human rights, working conditions and health and safety based on our materiality assessment. Given that we do not have actual negative impacts, we focus mainly on the implementation of policies and supplier engagement to proactively prevent any negative impacts. To monitor the effectiveness of our preventative actions, Besi conducts quarterly supplier reviews and follow-ups. In addition, we regularly conduct performance assessments and key supplier audits, engage suppliers to respond to the RBA Self-Assessment Questionnaire to help identify their social, environmental and human rights-related activities and risks in our supply chain and implemented a Grievance procedure and Whistleblower procedure to ensure the communication and remediation of all actual and potential issues. However, we recognize that the current assessment of actual and potential human rights impacts in our value chain requires further improvement as described in the chapter Workers in the value chain.

Key performance indicators

In the aggregate, 87% of Revenue, 85% of CapEx and 36% of OpEx were eligible under CE objectives in 2025. Eligible OpEx remained at 2024 levels. Eligible Revenue increased versus 83% in 2024 due to the increase in eligible amounts associated with CE 1.2 and CE 5.1 (numerator), and reduction of revenue in 2025 (denominator). In 2025, Besi reported increase in the eligible amount of CapEx versus 59% in 2024 due to the acquisition of investment property eligible under CCM 7.7. In 2026, Besi will continue to assess revenue, capital expenditures and operating expenses for eligibility and alignment in accordance with the EU Taxonomy.

Nuclear and fossil gas-related activities

Nuclear energy-related activities		
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to the construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3	The undertaking carries out, funds or has exposures to the safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
Fossil gas-related activities		
4	The undertaking carries out, funds or has exposures to the construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5	The undertaking carries out, funds or has exposures to the construction, refurbishment and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6	The undertaking carries out, funds or has exposures to the construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

Social

In mapping our stakeholders, it was assumed that Besi has a large impact on, and is highly affected by, its own workforce and workers in the supply chain. To a lesser extent, we are also impacted by human rights organizations as well as business and industry associations. The Double Materiality Assessment resulted in the following impacts, risks and opportunities being deemed material for both our own workforce and personnel employed by all Besi's suppliers: Working Conditions, Health and Safety and Human Rights. In addition, it was found that Inclusion and Diversity was a material topic for our own workforce. The material risks and opportunities in 2024 identified by the Double Materiality Assessment arising from impacts and dependencies on Besi's own workforce are relevant for, and could materially impact, all Besi employees including employees and individuals who were self-employed or employed through third-party organizations such as employment agencies ("non-employees") in Europe, Asia and the US.

To validate the Double Materiality Assessment, we interviewed employee representatives from our operations in Europe and Asia as part of an engagement roadshow with stakeholders. Both employee groups confirmed that the topics deemed material were relevant for all Besi employees. It was discussed that an appropriate work-life balance was an important factor in long-term employee retention and that project management and R&D positions tend to be at the highest risk due to their associated workloads. Talent development and good working conditions were listed as opportunities for enhanced business performance in conversations with employee representatives. Engagement with stakeholders in the value chain is conducted through supplier interviews during which different topics related to workers in the value chain are discussed. The sections Strategy, business model and value chain and Double Materiality Assessment provide additional detail as to how Besi considers the views of its stakeholders through multifaceted dialogue.

Own workforce

Strategy

Besi is committed to being a good employer and promoting a workplace culture supporting the achievement of its business and sustainability objectives. A principal challenge and risk is to attract, motivate and retain skilled workers critical to our success in a highly competitive semiconductor industry. Key material risks include (i) reputational damage, (ii) insufficient workers due to health and safety or human rights incidents and (iii) failure to meet requirements of corresponding health and safety or human rights regulations. Besi can also pursue opportunities related to employee engagement, talent attraction and retention by providing attractive working conditions in a diverse international environment which could encourage business growth and increased profitability. In addition, our global footprint implies that different regions have different risk profiles when it comes to

social issues. As such, our Asian production and personnel expansion could expose us to risks related to forced labor, child labor and other human rights issues in each geographic location.

Due to the nature of our operations and business model, negative impacts can be either widespread such as women being underrepresented across the science, technology, engineering and mathematical fields or specific to individual impacts such as human rights or health and safety incidents in the workplace. Besi can have a positive impact on its own workforce across the globe by providing equal treatment and opportunities for all, promoting work-life balance practices, providing employment and inclusion for persons with disabilities and promoting neuro diversity (e.g. age, gender, cultural background) for new hires and promotions. Such impacts originate from our strategy and business model and inform Besi's policies, processes and short-, medium- and long-term goals.

We do our utmost to provide employees a comfortable working environment free of discrimination. Our policies and management of these topics strive to ensure that employees are not exposed to any material negative social impact and create opportunities for their growth and development. To this end, our ambition is to:

- Ensure healthy lives and promote wellbeing for all.
- Foster an environment of equal opportunity for all employees with application to recruitment, promotion, remuneration, training and benefits processes.
- Promote sustained, inclusive and sustainable economic growth.
- Provide a safe and secure working environment for all employees.

Such policies cover all Besi employees and were developed with the interests of all employees in mind. In addition, we comply with all applicable employment laws and regulations in the countries in which we operate. We do not expect any material negative impacts on Besi's employees and non-employees arising from the reduction of our negative environmental impacts and transition to climate-neutral operations.

Policies related to own workforce

We seek to be a preferred employer by emphasizing the inclusion, diversity, health, safety and wellbeing of our employees and providing flexible working arrangements with career growth and development. To this end, Besi has a Sustainability policy, Code of Conduct, Human Rights policy, Inclusion and Diversity policy, Anti-Corruption and Bribery policy, Grievance procedure and Whistleblower procedure, all of which are available on our website, to guide employee activities and to set out the responsibilities, procedures and support functions in reporting violations. The importance of appropriate anti-corruption and human rights policies has increased with the expansion of Besi's Asian operations, supply chain and logistics activities.

We aim to create a culture in which every employee feels valued and respected. Although we do not have specific policy commitments for groups at particular risk of vulnerability such as disabled people, persons with long-term illnesses and other vulnerable groups, we seek to provide equal opportunities for all employees regardless of identity. Besi also seeks to facilitate diversity throughout our management ranks with targets and milestones set for female managers and female employees. The Human Rights policy explicitly prohibits the use of forced, bonded or child labor in any of our operations or business activities.

The Whistleblower procedure allows our employees and all affected stakeholders to report any issues related to Besi's Code of Conduct. In addition, the Grievance procedure seeks to provide a transparent and efficient process to address any complaints related to human rights impacts from our employees, workers in the value chain and any other relevant stakeholders (including non-employees). Such cases are investigated immediately and overseen by the Board of Management and, if relevant, local management, who have responsibility for approving appropriate corrective measures and remedies. All employees are required to sign our Code of Conduct and undertake training upon hiring. We have three main policies applicable to our own workforce and material topics which are set forth below:

Sustainability policy

The Sustainability policy covers the following relevant social topics:

- **People Wellbeing:** We focus on training and talent development through a variety of programs. We conduct continuous analysis of employee engagement and satisfaction across all regional operations to assess our relative success in such activities.
- **Health and Safety:** Employee health and safety is a non-negotiable condition of our business. We have implemented a company-wide health and safety policy and set management objectives to ensure that such commitments are applied to all employees at the facility level.
- **Human Rights:** We adhere to high ethical standards in our business and commit to ensure that there are no human rights violations. We expect the same from our suppliers.

Inclusion and Diversity policy

We believe people are important to build and sustain our growth and development. The combined wealth of diversity in personal backgrounds, creativity, self-identity, skills and expertise that our staff bring to their roles constitutes a significant portion of our organizational ethos and accomplishments as a company. Besi denounces all forms of discrimination and aims to promote inclusion and diversity for everyone in the Company, no matter their age, race, ethnic, gender or national origins, sexual orientation, marital and/or parental status, disability or religious beliefs. Besi has implemented measures to prevent any form of discrimination in our workforce. Such measures include our Code of Conduct, Human Rights policy, Grievance procedure and Whistleblower procedure.

Human Rights policy

Besi commits to respect and promote human and labor rights in all aspects of our operations. In addition to international human rights and labor rights regulations and standards, we also pay attention to the local laws and relevant jurisdictions in the countries where we or our supply chain operates. Specifically, Besi's Human Rights policy covers the following issues:

- Inclusion and diversity.
- Non-discrimination and equality.
- Freedom of association and collective bargaining.
- Safe and healthy working conditions.
- Prohibition of forced and child labor.
- Anti-harassment and violence.
- Fair wages and benefits.
- Work-life balance.

The Board of Management is responsible for the management of Besi's human rights issues including (i) training employees, (ii) creating awareness of human rights topics, (iii) monitoring and reporting any human rights-related issues through our Whistleblower procedure and Grievance procedure, (iv) identifying and assessing potential human rights issues and (v) implementing mitigation measures where necessary. We continuously reflect on our approach to human rights and engage in open dialogue with stakeholders to determine areas for improvement.

We aim to engage with all stakeholders. In 2024, we conducted a stakeholder engagement roadshow which included employee representatives, customers, suppliers and investors to promote human rights awareness and collaboration on initiatives advancing human rights. For our part, we conduct a biennial employee engagement survey and conduct engagement with representatives of Works Councils and Work Unions on a semi-annual basis to ensure we are updated on all human rights-related topics important to our employees.

The Grievance procedure and Whistleblower procedure seek to identify and prevent any form of human rights violations in our operations and in our value chain, including harassment and violence and details of remedies for human rights impacts.

Employee engagement

We promote an atmosphere of open dialogue between managers and employees. Engagement occurs both directly with our employees and indirectly with workers' representatives:

- Employees and managers are encouraged to voice their concerns in a collegial exchange during annual performance appraisals.
- Employee interests are also communicated semi-annually in a more institutional way via representation by the local European Works Councils and Asian Work Unions. The results of these communications are used to create risk mitigation strategies.
- We conduct Town Hall meetings for all employees on a quarterly basis to inform them of current business and financial developments and sustainability priorities.
- We have launched resource pages in certain locations to educate and engage our employees about Besi's sustainability strategy and progress.

The effectiveness of our engagement and mitigation approaches is assessed through the biennial Employee Engagement survey, the results of which inform the strategic direction of Besi's activities regarding its own workforce. The Board of Management is the most senior body with operational responsibility for company-wide engagement initiatives such as the Employee Engagement survey. Besi's operations managers have operational responsibility for location specific initiatives such as Town Hall meetings. Our most recent 2025 survey conducted by Willis Towers Watson reported a high level of participation (91%) and engagement (88%). In the previous survey conducted in 2023, the level of participation was 94% and engagement was 89%. Employees who may be particularly vulnerable to Besi's impacts can provide feedback in the survey by responding to open-ended questions. Survey results also help guide company activities and highlight areas for improvement. For instance, Besi Switzerland hosted workshops during 2025 to further enhance the frequency and quality of communication between employees to ensure effective collaboration on technical projects. In addition, Besi Netherlands conducts an annual assessment of employee physical and mental health to proactively identify potential health risks and provide appropriate support measures.

Processes for engaging with own workers and workers' representatives about impacts and raising concerns

For more information on our Whistleblower procedure and Grievance procedure, please refer to the Governance section.



Meco employees participated in a volunteer day organized by Cello, an organization that supports people with intellectual disabilities.

Own workforce actions and resources

Set forth below are the actions required to implement Besi's policies:

Policy/action plan	Key actions required	Scope	Time horizon	Year of completion	Progress of key actions taken in 2025	Allocated resources to management of material impacts, risks and opportunities
Sustainability policy	<ul style="list-style-type: none"> Training and talent development. Analysis of employee engagement and satisfaction across all regional operations. Communication of policies and procedures to employee workforce. Implementation of Occupational Health and Safety standards and external certifications in our operations. 	All operations.	On continuous basis.	Not defined. Each policy is reviewed and updated annually.	<ul style="list-style-type: none"> Average training hours per employee increased to 33 hours, up 27% versus 2021 and 10% versus 2024. Biennial employee engagement survey conducted in 2025. Survey results indicated that employees feel safe in their current physical working environment and that collaboration and teamwork is a core strength. Progress was exemplified by employees being more likely to recommend Besi as a good workplace compared to the last survey. Town Hall meetings for all employees are conducted on a quarterly basis to communicate current business and financial developments and sustainability priorities. Seven out of eight Besi facilities are now ISO 45001 compliant (Austria, China, Malaysia, Singapore, Switzerland and two sites in the Netherlands). Introduction of mental health seminars that focus on how to handle stress conflict situations and burnout. 	<p>Actions are implemented and assessed in terms of effectiveness using the following resources:</p> <ul style="list-style-type: none"> Corporate Sustainability Team produces guidance and tracks performance across the Company. Internal Audit and Control team tracks performance through the internal control system. Operations, including management, technical teams, HR and Sustainability Teams help ensure that Besi's policies operate effectively. External consultants and advisors are engaged to support the development and implementation of specific sustainability initiatives.
Human Rights policy	<ul style="list-style-type: none"> Regular employee training on human rights issues and Besi's commitments under this policy. Monitoring of Besi's operations, investigation of all reported concerns and, if appropriate, remedies provided. Identification and assessment of potential human rights issues, prevention of human rights issues and/or implementation of mitigation measures. Ensuring that all employees are aware of their rights including the right to freedom of association and collective bargaining. 	All operations.	On continuous basis.	Not defined. Each policy is reviewed and updated annually.	<ul style="list-style-type: none"> Training on Besi's Code of Conduct including human rights topics conducted upon job commencement and repeated periodically. Implemented Human Rights policy and Whistleblower procedure and Grievance procedure. Potential human rights impacts, risks and opportunities defined as part of the Double Materiality Assessment, validated by key stakeholders and reviewed annually by Management Team. 	
Inclusion and Diversity policy	<ul style="list-style-type: none"> Measures implemented to prevent employee discrimination. Encouragement of inclusion and diversity through manager's inclusive leadership, training, communication and sustainability initiatives. Attraction, nurturing and retention of a diverse range of talents via enhanced recruitment, development and retention policies. Adherence to the legislation and regulations relevant to Besi in all locations where it operates and conducts business. 	All operations.	On continuous basis.	Not defined. Each policy is reviewed and updated annually.	<ul style="list-style-type: none"> Introduced Confidentiality Counsellors who can work as a first point of contact if employees have questions or concerns in need of discussion. Training on Besi's Code of Conduct, including diversity topics, are conducted upon job commencement and repeated periodically. Local HR teams in each country where we operate (except for several small sales & service offices in Asia that are managed regionally). Interests of employees are represented by Works Councils in each European country and by Work Unions in Asia. 	

Besi was not involved in any actual negative impact for which remedial action was required based on the findings of the Double Materiality Assessment. Moreover, we implemented the above policies and actions to help ensure that our practices do not cause or contribute to negative impacts on our own workforce specifically with respect to procurement, sales and data use. For instance, we have implemented communication sessions and set policies to ensure that employee concerns are heard and that managers limit working hours to help promote a better work-life balance. Financial resources related to our own workforce include, among others, (i) access to training platforms, (ii) implementation of quality and safety management systems, (iii) the development of a safe working environment and (iv) of the maintenance of high-quality working conditions. Such investments are integrated into Besi's overall strategic decision-making and typically form part of broader investments with multiple objectives. Indeed, the future allocation of financial resources is subject to the business, regulatory, and external environment to which Besi is exposed. However, such financial resources are not considered significant. As such, we have not disclosed the specific monetary amount of current and future financial resources attributed to the implementation of Besi's own workforce initiatives.

As described in the Double Materiality Assessment section, actual positive impacts on Besi's own workforce through its policies include:

- Improved employee wellbeing through positive working conditions such as secure employment, working time, adequate wages, work-life balance, training and skills development.
- Creation of a working environment that is diverse, equitable and inclusive which includes (i) equal treatment and opportunities for all employees, (ii) gender equality, (iii) employment and inclusion opportunities for persons with disabilities and (iv) the promotion, recruitment and retention of a diverse workforce.

Besi has implemented initiatives or actions with the primary purpose of delivering positive impacts for its own workforce including the training of employees, health and safety certification and the organization of local human resource teams focused on location-specific staff activities such as family days, dinners and in-person seminars on mental health. In addition, we strive to create attractive working conditions at our operations by ensuring all employees are paid an adequate wage. Our remuneration practices are evaluated annually and monitored by employee performance reviews and comprehensive labor market analytics, where available. Given Besi's global presence, such evaluations consider the labor market conditions specific to each region. This approach enables us to offer competitive remuneration packages that support both talent attraction and retention. Whilst the results of the employee engagement survey and the employee performance reviews are considered when making strategic decisions with respect to remuneration packages, our Grievance procedure is designed to help identify any concerns or negative feedback related to our pay practices.

We have implemented an approach involving the regular management review of key performance indicators and a discussion of all topics related to the operation of our business in order to identify the appropriate response to a potential negative impact on Besi's own workforce. To ensure that all topics are addressed, we conduct:

- Weekly regional management meetings.
- Global Management Team meetings three times per week to discuss, monitor and follow up on any topics related to our business operations.
- Monthly Management Team meetings with the Board of Management which includes sustainability status updates.
- Quarterly Supervisory Board and Audit Committee meetings where the Supervisory Board is updated on the implementation of Besi's sustainability strategy and any related topics that require its attention.

This approach ensures that relevant sustainability topics are discussed regionally and globally on a periodic basis, and, if required, actions are developed to help mitigate potential negative impacts. A summary of such actions is presented to the Supervisory Board on an annual basis. We help ensure Besi's own practices do not cause or contribute to material negative impacts on our own workforce and assess the effectiveness of our actions through (i) the global biennial Employee Engagement survey, (ii) Town Hall meetings, (iii) stakeholder dialogue meetings with employees, (iv) the use of confidentiality counselors, (v) the Grievance procedure and (vi) communication with representatives of Works Councils and Work Unions.

Sustainability topics	Included sub-topics in the context of ESRS	Description of risk or opportunity	Actions to achieve targets, mitigate risks and pursue opportunities	Steps to track effectiveness
Risks				
Health and safety	Health and safety in Besi's operations.	Reputational risk of legal or regulatory sanctions, financial loss or reputational damage caused by failure to comply with health and safety related regulations and/or failure of practices implemented for employee health and safety and/or the occurrence of health and safety risks resulting in liabilities and reputational risk.	<p>Through the implementation of ISO 45001, we introduced the following approach to health and safety risk management:</p> <ul style="list-style-type: none"> • Understanding health and safety risks in the context of our organization. • Participation of leadership and workers. • Action plans developed to address risks and opportunities. • Support – engagement of resources and expertise. • Operational planning, control and emergency preparedness. • Performance evaluations including audits. • Continuous improvement philosophy. 	<p>We conduct performance evaluation steps with respect to ISO 45001 procedures which includes:</p> <ul style="list-style-type: none"> • Monitoring, measurement, analysis and performance evaluation. • Internal audit. • Management review of the results.
Human rights	Measures against violence and harassment in the workplace, child labor and forced labor in own operations.	Risk of violation of human rights of own employees which could lead to severe reputational damage or the unavailability of workers as a result of our inability to retain employees or hire new employees.	<ul style="list-style-type: none"> • Code of Conduct training for all employees. • Whistleblower procedure and Grievance procedure to identify and assess potential human rights violations. • Confidentiality Counselors to discuss any sensitive topics. 	<ul style="list-style-type: none"> • All training participation is tracked. • Each employee has to pass a knowledge test. • All whistleblower and grievance cases are investigated and recorded. • A summary assessment of the Whistleblower and Grievance report is presented to the Board of Management and Supervisory Board. • Confidentiality Counselors available in each country of operation.

Sustainability topics	Included sub-topics in the context of ESRS	Description of risk or opportunity	Actions to achieve targets, mitigate risks and pursue opportunities	Steps to track effectiveness
Opportunities				
Working conditions	Secure employment, working time, adequate wages, work-life balance, training and skills development.	Opportunities for employee engagement and talent attraction and retention which may lead to business growth via the provision of attractive working conditions and career development including secure employment, working time, adequate wages, work-life balance, training and skills development.	<ul style="list-style-type: none"> Initiation of local Human Resource teams focused on employee wellbeing. All employees receive adequate wages. Training and talent development. Employee engagement regarding work-life balance and the enforcement of applicable Besi policies. 	<ul style="list-style-type: none"> Biennial employee engagement survey. Global HR team meetings twice per year. Quarterly Town Hall meetings. Monthly Management Team meetings including HR update topics. Grievance procedure. Confidentiality Counselors available in each country of operation.
Inclusion and diversity	Diversity, gender equality and equal pay, employment and inclusion of persons with disabilities.	Opportunities for employee engagement and talent attraction and retention which may lead to business growth by ensuring an equal opportunity environment. Such policies encourage inclusion, equality and diversity, help increase employee productivity (low absenteeism, illness) and promote effective leadership.	<ul style="list-style-type: none"> Promote an inclusive culture with various activities celebrating individual cultures such as holiday celebrations. Engagement with local universities by many of our product groups and facilities to drive growth in diversity representation. Encourage recruitment process supporting gender diversity. 	<p>We collect diversity data on a quarterly basis from all our operations:</p> <ul style="list-style-type: none"> % of female employees. % of female managers. Number of employees that are foreign nationals. Local management hires.

Targets

Besi became more active in sustainability management and reporting starting in 2020 which involved the development of various short- and long-term targets using 2021 data as a baseline for comparison. As a result, Besi has had targets in place for its own workforce since 2022. We have not yet set targets for additional sub-topics based on the Double Materiality Assessment conducted in 2024 and reviewed in 2025. In setting our own workforce targets, Besi engaged directly with stakeholders, including employees, which enabled us to prioritize topics of importance. To this end, employee views were considered when setting such targets. In addition, Besi considered:

- The goals defined in Besi's overall strategy and Sustainability policy.
- Factual data related to the social and diversity indicators collected and reported by Besi since 2014.
- Recommendations of the Semiconductors Sustainability Accounting Standard as prepared by the Sustainability Accounting Standards Board.
- An assessment of strategies from Besi's peers related to their own workforces.
- Results of the materiality assessment conducted in 2020 and 2021.

Besi's performance against its sustainability targets is communicated during our quarterly Town Hall meetings for all employees, in which employees can provide feedback to the Management Team. Our biennial employee engagement survey also helps us identify any lessons or improvements that we need to make based on the results of our performance.

Topics related to secure employment, working time, adequate wages and work-life balance are not yet covered by Besi's current targets. In addition, as set forth in our Human Rights policy and Code of Conduct, we have a zero-tolerance approach towards discrimination, harassment or other inhumane treatment. As such, we have not set a specific target for this topic. Besi began the collection and aggregation of data related to work-life balance, family leave and social protection against loss of income for the first time in 2024. We will consider setting targets for such indicators over the medium-term in order to have comparative data for evaluation. In this way, we can make a more informed decision about Besi's ambitions, baseline year for target setting and the resources required to achieve such commitments.

In order to manage actual and potential material impacts, risks and opportunities in relation to our own workforce, Besi has set the following targets as a means of identifying and mitigating any potential risks:

Sustainability Standard	Sustainability topics	Target	Type of target	Baseline year	Baseline value	Target for the year 2026	Target for the year 2030
ESRS S1	Inclusion and diversity	% of female employees in workforce *	absolute	2021	17%	≥19%	≥20%
		% of female employees in management*	absolute		18%	≥21%	≥23%
	Health and safety	Zero safety incidents record	absolute		NA**	0	0
	Employee engagement and career development	% of employee engagement ***	absolute		90%	≥85	≥85
		Employee training, hours per year	absolute		20	≥21	≥21

* In 2025, we excluded US employees from our diversity targets.

** Baseline value is not applicable for this target.

*** Term Employee engagement is based on the methodology developed by Willis Towers Watson which means employees' attachment to the Company, alignment with the Company's objectives and willingness to give discretionary effort to continuous improvement.

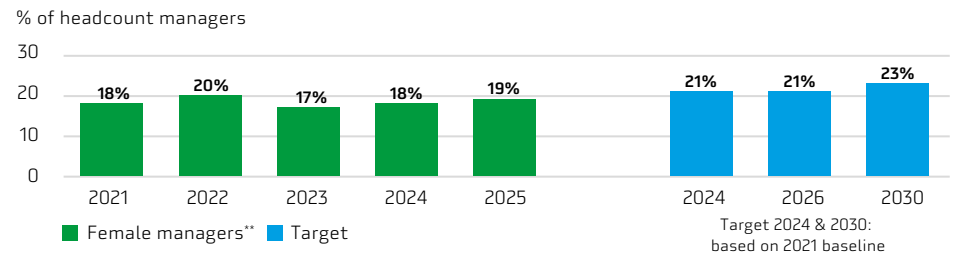
Progress against targets

We quarterly collect all information from our operations and aggregate it at the corporate level in order to track our progress versus targets and report data related to our own workforce. Local HR teams are responsible for the collection and reporting of requisite information. In addition, local and regional Finance and Internal Audit and Control teams review the consistency and accuracy of the data. Progress against our 2030 targets is detailed below alongside intermediate milestones set for 2026.

Inclusion and diversity

Besi's diversity efforts indicate slow but steady progress as measured by an increasing percentage of female managers in the workforce since 2019. The percentage of female managers has increased year-on-year since 2023. However, Besi reported a small decrease in the female managers indicator in 2023 relative to 2022 due to the promotion of several male employees to management positions at Besi APac.

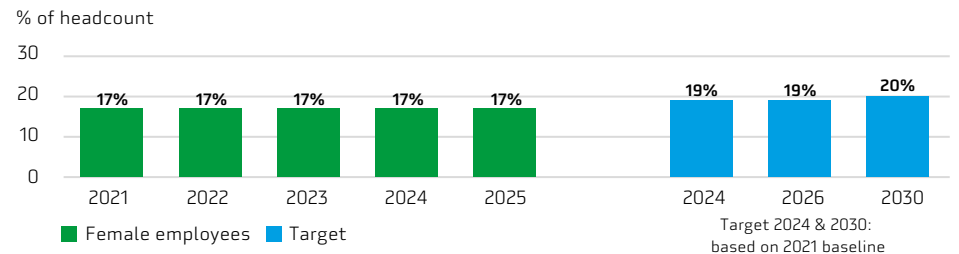
FEMALE MANAGERS*



** For this indicator, we define Manager as an employee with paygrade M1 or higher and has an employee directly reporting to her/him.

FEMALE EMPLOYEE TRENDS*

There has been no increase in the percentage of female employees from 2019 until 2025.



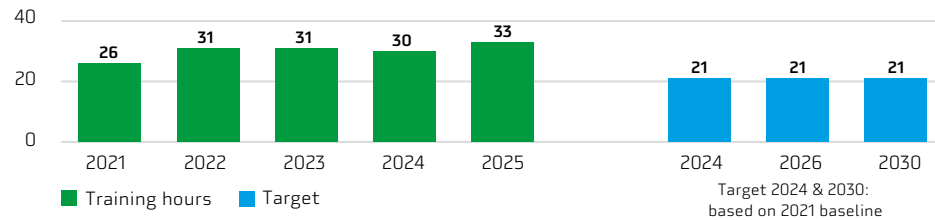
* In 2025, we excluded US employees from our diversity targets. If the US employees were included, the female employees and female managers disclosure in 2025 would be the same as presented above on the graphs.

Employee engagement and career development

Training hours in 2025 increased 10% relative to 2024 and remained above our 2026 minimum target of 21 hours per employee. Increases in training hours per employee were favorably influenced by the expansion of our operations, establishment of a new Vietnam facility and an increased focus on health and safety across our operations. In addition, Meco in the Netherlands introduced supplementary practical training sessions focused on product quality, applied knowledge and technical competencies.

TRAINING

Hours/employee



Health and safety

Besi monitors incidents in the workplace at all its locations worldwide and targets zero health and safety incidents across the short-, medium- and long-term. Incidents are grouped into categories by severity: (i) fatalities, (ii) major absences (more than four days), (iii) minor absences (less than four days) and (iv) first aid cases in which employees can resume work immediately after treatment or the following day. It should be noted that these indicators cover Besi's employees and non-employees. No fatalities were reported at our operations in 2024 and 2025. There were two safety incidents recorded in 2025 at our Malaysian facility both of which were classified as a major absence (category (ii)). Following appropriate medical treatment and authorized sick leave, both employees involved in the safety incidents returned to work. In general, incidents are few as our production facilities are predominantly clean and safe environments with no heavy chemicals present.



"AI in manufacturing" training at Besi Leshan.

Metrics

Employee characteristics

Data regarding employee characteristics is based on the headcount at the end of each reporting period. We have categorized permanent, temporary and non-guaranteed hour employees as per the local definitions used in each country where Besi operates. On December 31, 2025, Besi had recruited 1,928 employees including 1,599 male and 329 female employees. All employees are located in Asia and Europe/United States with each representing 1,308 (68%) and 620 employees (32%), respectively. In addition, substantially all our employees have permanent contracts (97%). The number of employees in terms of financial reporting was 1,964 full-time equivalents at December 31, 2025.

Our fixed and temporary headcount levels can vary significantly from year to year depending on conditions in our cyclical semiconductor assembly equipment market. In market upturns, headcount typically increases. Conversely, in downturns, headcount is typically reduced in alignment with decreased demand, particularly as it relates to temporary production personnel. Similarly, new hiring also follows market movements with higher numbers experienced in industry upturns and lower numbers in industry downturns. In 2025 and 2024, our new hiring rate was 11% and 12%, respectively. New hiring and employee turnover typically, but not always, follow such cyclical market influences. Turnover is typically lower in downturns where employees are less likely to seek employment elsewhere and higher in industry upturns when there is more demand for personnel industry-wide.

The following tables provide comparative information for Besi's employee characteristics as of December 31, 2024 and 2025, respectively.

Information on employee headcount by gender:

Gender	Number of employees (headcount)		Percentage of total employees	
	2024	2025	2024	2025
Male	1,555	1,599	83%	83%
Female	323	329	17%	17%
Other	0	0	-	-
Not reported	0	0	-	-
Total employees	1,878	1,928	100%	100%

Information on employee headcount by country of operation:

Country	Number of employees (headcount)		Percentage of total employees	
	2024	2025	2024	2025
Malaysia	433	479	23%	25%
China	403	389	21%	20%
Austria	305	314	16%	16%
Singapore	278	258	15%	14%
Netherlands	171	169	9%	9%
Switzerland	95	99	5%	5%
Taiwan	54	62	3%	3%
Vietnam	49	60	3%	3%
United States	32	38	2%	2%
South Korea	32	34	2%	2%
Philippines	15	15	1%	1%
Thailand	11	11	-	-
Total	1,878	1,928	100%	100%

Information on employee headcount by type of contract:

2024 Category	Female	Male	Other	Not Disclosed	Total
Number of employees (headcount)	323	1,555	0	0	1,878
Number of permanent employees (headcount)	318	1,508	0	0	1,826
Number of temporary employees (headcount)	4	47	0	0	51
Number of non-guaranteed hours employees (headcount)	1	0	0	0	1

2025 Category	Female	Male	Other	Not Disclosed	Total
Number of employees (headcount)	329	1,599	0	0	1,928
Number of permanent employees (headcount)	315	1,556	0	0	1,871
Number of temporary employees (headcount)	14	42	0	0	56
Number of non-guaranteed hours employees (headcount)	0	1	0	0	1

Information on employee turnover:

Topic	2021	2022	2023	2024	2025
Employee turnover*	168	191	129	155	172
Employee turnover*	10%	11%	7%	8%	9%
New hires	325	193	189	228	218

* Workforce reported in headcount between the start (January 1, 2025) and the end of the reporting period (December 31, 2025). The employee turnover indicator is calculated using the aggregate number of employees who leave voluntarily due to dismissal or retirement as the numerator, and the total number of employees as the denominator. This includes all types of employees (permanent, temporary and non-guaranteed hours).

Non-employee characteristics

Non-employees are defined as individuals working for Besi who are either self-employed individual contractors or individuals provided by third-party employment agencies primarily engaged in "employment activities" as per NACE Code N78. Self-employed individuals include any temporary worker or subcontractor including those who support Besi's R&D efforts. Individuals provided by third-party agencies include employees of contracted companies including those who provide office management services. Non-employees are reported in the Full-Time Equivalent ("FTE") total at the end of the reporting period. The calculation of non-employees is subject to the employment laws and regulations in each country of our operations.

As of December 31, 2025, non-employee workers aggregated 292 FTE (2024: 280) of whom 15 FTE (2024: 19) were self-employed people and 277 FTE (2024: 261) were provided by third-party employment agencies primarily engaged in "employment activities" as per NACE Code N78.

Diversity

Since 2019, we have collected data, set targets and publicly reported on the following diversity data as disclosed in the Targets paragraph of the Own Workforce section:

- Percentage of female employees.
- Percentage of female managers among our employees (we define Manager as an employee with a paygrade of M1 or higher and who has an employee directly reporting to them).

In 2025, female employees and female managers accounted for 17% and 19% of Besi's total employees and total managers, respectively.

In addition, the Board of Management consists of one person who is Besi's Chief Executive Officer and Chairman of the Board of Management. The Board of Management consists of one male and is therefore 100% male. There are nine members in Besi's Management Team which includes one female and eight males which corresponds to a female/male ratio of 11%/89% at the management level. The definition of management is based on the disclosure of Besi's Management Team in the Annual Report included in [Corporate Information](#) and corresponds to the management level below the Board of Management.

Set forth below is the age distribution for all Besi employees:

Age	Number of employees (headcount)		Percentage of total employees	
	2024	2025	2024	2025
Under 30 years old	186	199	10%	10%
30-50 years old	1,297	1,296	69%	67%
Over 50 years old	395	433	21%	23%
Not reported	0	0	0%	0%
Total employees	1,878	1,928	100%	100%

Adequate wages

Besi compensates its employees fairly for their work with wages that meet at least the minimum legal standards in the geographies in which it operates and adheres to all applicable laws, regulations and agreements on general working conditions. Similar to last year, Besi's employees receive adequate wages based on the assessment conducted versus applicable benchmarks in the countries of our operations. The adequate wage assessment was performed using employee payroll data.

Based on the annual employee performance reviews and labor market analytics, we review our pay scales every year. Given that Besi operates in three countries in Europe and 15 countries in Asia, the reviews are specific to the regional context of the labor market in each country of operation. This ensures that we offer competitive remuneration packages to attract and retain our talent.

We assess the effectiveness of our remuneration practices via our employee engagement survey and receive direct feedback from our employees in annual employee performance reviews. The results of the employee engagement survey and employee performance reviews are considered when making strategic decisions on remuneration packages. Our Grievance procedure helps to receive any negative feedback related to remuneration of our employees.

Social protection

We aim to have all Besi employees covered by social protection against loss of income due to sickness, unemployment, employment injury and disability, parental leave and retirement. There is no distinction made in benefits received between full-time employees, temporary employees and non-guaranteed hourly employees. Coverage differs per country based on national regulations applicable to each country where we operate.

Besi omitted the information prescribed by ESR5 51-11 for financial year 2025 in accordance with Delegated Regulation (EU) 2025/1416 which amends Delegated Regulation (EU) 2023/2772. Besi intends to provide greater detail and expand the data sources used for employees in order to report this metric in 2028 (reporting on the financial year 2027).

Persons with disabilities

As of December 31, 2025, we reported 10 employees (2024: 11) as persons with disabilities which represented 0.5% (2024: 0.6%) of total employees as of December 31, 2025. The percentage of employed persons with disabilities is reported across all our operations and is based on the definition of disability as per local regulations specific to each country where we operate.

As described in the Own workforce actions and resources section, we implemented a set of policies and procedures as well as suitable accommodations to enable everyone with special needs, including workers with disabilities, to effectively perform their jobs.

Training and skills development

One of Besi's principal challenges is to attract, motivate and retain skilled workers critical to our success in a highly competitive semiconductor equipment industry. A key component of our strategy is training and talent development for which we provide a variety of company-wide educational programs:

- Efficient onboarding for new employees.
- Intranet resources tailored to the requirements of each country in which we operate.
- Mandatory and periodic corporate learning programs.
- Voluntary and targeted training programs designed for specific roles including sessions for engineers, IT teams and assembly operators.
- Offer apprenticeships for young workers to develop their skills, knowledge and future career development.

In addition, we monitor employee engagement and satisfaction across all regional operations and conduct surveys to assess our relative success in such activities. The 2025 survey results indicated that employees feel safe in their current physical working environment and that Besi maintains strong alignment with its business priorities, emphasizing client focus, innovation and continuous improvement. Employees also

expressed a strong understanding and motivation to contribute to Besi's business and sustainability objectives and a strong feeling of trust between team members. Survey results will be used to improve areas of underperformance both company-wide and at facility-level.

As indicated below, 87% of male employees and 93% of female employees received annual performance and career development reviews in 2025. Our goal is to have annual performance and career development reviews for all employees. We aim to make progress towards this objective in the next few years.

Gender	Performance and career development reviews 2024* (%)	Performance and career development reviews 2025* (%)
Male	89	87
Female	92	93
Other	-	-
Not reported	-	-
Total employees	89	88

* Most of our entities conduct performance and career development reviews on an annual basis. However, some entities conduct such reviews twice a year. To avoid double counting, we only include the first round of performance and career development reviews at our entities during the reporting period. Although this limits the risk of double counting, there is a possibility and minor uncertainty that some employees may have had a performance and career development review in the first round of reviews and not the second or vice versa. We will refine this methodology over the next two years to avoid such uncertainties in the future.

Gender	Average training hours 2024	Average training hours 2025
Male	31	35
Female	27	25
Other	-	-
Not reported	-	-
Total employees	30	33

In 2025, a total of 64,125 training hours were recorded representing an average of 33 training hours per employee. To calculate average training hours per gender, the total number of training hours completed by employees per gender category is divided by the total number of employees measured as headcount per gender category.

Health and safety

All Besi production and R&D sites have Quality, Environmental, Health and Safety (“QEHS”) officers and committees and a health and safety management structure. These committees have representatives from each department responsible for the inspection, enforcement and promotion of QEHS matters in the workplace. The QEHS committees follow a company-wide process in order to identify and mitigate any health and safety-related risks at the facility-level:

1. Risk Assessment: QEHS inspections are conducted quarterly to identify and address any potential unsafe acts or conditions. Such inspections are conducted on a quarterly basis.
2. Safe work procedure: The facility’s safe work procedure is updated after the risk assessment is complete. The safe work procedure outlines the (i) facility’s safety requirements, (ii) operational controls and (iii) emergency procedures and defines the roles and responsibilities of supervisors and team leaders.
3. Training: Employees regularly receive QEHS training which includes health and safety orientation, video lessons and an assessment at the conclusion of the course.
4. Audits: Internal audits conducted on an annual basis by QEHS officers at each of Besi’s facilities as well as external audits to verify compliance with ISO 45001 standards.
5. Continued improvement: Improvements are identified to reduce risks and enhance our safety culture following the results of internal and external audits.

Our facilities in Austria, China, Malaysia, Singapore, Switzerland and our two facilities in the Netherlands are ISO 45001 compliant. Thus, seven out of eight facilities are compliant in 2025 versus six in 2024. We expect our Vietnam facility which became fully operational in 2024 to be certified in the medium-term. In total, 89% of our workforce was covered by a Health and Safety standard as of December 31, 2024, increasing to 94% as of December 31, 2025.

There was not a work-related ill health case reported in 2025. In addition, there were no legal proceedings related to health and safety incidents in 2025. It should be noted that this covers Besi’s employees and non-employees.

Work related injuries:

	2020	2021	2022	2023	2024	2025
Incidents in the workplace	0	5	6	3	2	2
Working hours (in millions)*	3.0	3.9	3.5	3.5	3.7	3.8
Incidents per million hours	-	1.27	1.71	0.86	0.54	0.53

* Working hours are calculated by multiplying the number of working days quarterly reported by our operations by eight which represents the standard number of working hours per day.

In 2025, Besi reported 0.53 incidents per million working hours, a 58% reduction versus 2021 and a 2% reduction versus 2024. The number of days lost due to incidents in the workplace was 56 versus two days in 2024.

Pay gap and total remuneration

The gender pay gap is calculated as the difference between average male and female hourly salaries and is expressed as a percentage. In calculating Besi’s gender pay gap, we considered the gross hourly pay of all Besi employees across all levels and regions. Employees considered for this analysis were determined based on payroll data from October 2025 excluding interns and those who left Besi prior to such date. All salaries in local currency were converted into Besi’s reported currency (euro) by using October month-end exchange rates.

Besi’s gender pay gap as of October 31, 2025 and 2024 was 21% and 23%, respectively, largely due to an underrepresentation of female employees in the highest paid R&D and engineering positions of Besi and the semiconductor assembly equipment industry in general. We strive to work towards gender pay equality across all areas and levels of our business.

The remuneration ratio is calculated by dividing the annual remuneration of the highest-paid employee by the median annual remuneration (excluding the highest-paid employee) for the period ending October 31, 2025. To calculate the remuneration ratio, Besi considered its global operations in accordance with the ESRS requirements and measured remuneration using the following criteria:

- Base salary, which is the sum of guaranteed, short-term and non-variable cash compensation.
- Benefits in cash, which is the sum of the base salary and cash allowances, bonuses, commissions, cash profit-sharing and other forms of variable cash payments.
- Benefits in kind, such as cars, private health insurance, life insurance and wellness programs.
- Direct remuneration, which is the sum of benefits in cash, benefits in kind and the total fair value of all annual short- and long-term incentives.

The annual remuneration ratio between the CEO and the median employee as of October 31, 2025 was 138 versus 382 in 2024. The 2024 remuneration of the CEO included equity compensation benefits for additional performance shares related to prior year.

Incidents, complaints and severe human rights impacts

In 2024 and 2025, there were no reported incidents (0), or severe human rights impacts (0) related to discrimination on the grounds of gender, racial or ethnic origin, nationality, religion or belief, disability, age, sexual orientation or other relevant forms of discrimination. Such metrics include reports received via the Whistleblower procedure, Grievance procedure as well as complaints submitted to our HR managers.

There were four whistleblower cases reported in 2025. Zero cases were reported in 2024. The whistleblower cases reported in 2025 were not related to human rights nor working relationship topics. All whistleblower cases were investigated and the necessary corrective measures were implemented in relation to the reported concerns. In addition, there was one complaint related to a working relationship submitted via the Grievance procedure which was resolved through discussion with the parties involved. There were no fines or penalties associated with the reported complaints.

Workers in the value chain

Strategy

Please see the sections Strategy, business model and value chain and Double Materiality Assessment to understand how Besi considers the views of its stakeholders through multifaceted dialogue. Engagement with stakeholders in the value chain is conducted through supplier interviews during which different topics related to workers in the value chain are discussed. This section outlines Besi's supply chain engagement, which covers the material Impacts, Risks and Opportunities ("IROs") related to workers in Besi's value chain.

In mapping our stakeholders, it was assumed that Besi has a large impact on, and is impacted by, workers in the value chain. The completion of our Double Materiality Assessment resulted in the following material impacts and risks being deemed material for workers in our upstream value chain: Human Rights, Working Conditions and Health and Safety. Such material impacts, risks and opportunities are relevant to personnel employed by all Besi's suppliers. Our material topics are relevant to all product-related and R&D suppliers. Many of Besi's product-related suppliers operate in Asia and are more exposed to larger risks related to forced labor, child labor and other human rights issues as compared to our R&D suppliers. Product-related workers are particularly vulnerable to negative impacts due to the nature of their work. For instance, employees who are involved in the creation of fabricated parts have a higher exposure to health and safety-related negative impacts. In addition, certain geographies such as Singapore rely on migrant workers who may have a higher exposure to negative human rights-related impacts. However, it should be noted that most of our direct suppliers and customers are positioned in the front-end of the semiconductor equipment industry value chain. As a result, they are less likely to be exposed to high-risk business segments with regard to Human Rights, Working Conditions and Health and Safety.

Besi and many of its suppliers involved with advanced automation and high precision solutions and systems operate in a specific market segment reliant on R&D activity and engagement with a skilled workforce. Therefore, many of our R&D suppliers engage highly skilled workers who tend to be better protected against human rights-related negative

impacts including secure working conditions and favorable health and safety practices. However, we consider those supply chain workers who perform supporting functions and are not directly involved in R&D activities to have potential exposure to such negative impacts.

From a long-term sustainable value creation perspective, a scalable, sustainable and responsible supply chain is essential for us to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications. In order to assess and manage supply chain risks, we regularly conduct suppliers' assessments through active engagement including a self-assessment questionnaire, on-site supplier audits and supplier ESG ratings. Such assessments enable us to understand and identify key risks related to sustainability in our upstream value chain and allow us to define and implement action plans to manage such risks.

There is the potential for Besi to have a material negative human rights impact in its value chain although none has been identified. Therefore, we commit to ensuring that Besi's suppliers adopt sustainable business practices by outlining our expectations in policy documents, engaging with suppliers on a frequent basis and by conducting audits.

Policies related to value chain workers

We have the following policies in place to promote a sustainable supply chain and manage the impacts, risks and opportunities related to workers in our upstream value chain: a Sustainability policy, a Supplier Code of Conduct (based on the code published by the Responsible Business Alliance ("RBA")), and a Human Rights policy. Please refer to our Whistleblower procedure and Grievance procedure for more details as to how we identify and prevent any form of harassment and/or violence in our operations and value chain, and, more specifically, how we provide remedies for human rights impacts. Our Supplier Code of Conduct and Human Rights policy explicitly address trafficking in human beings, forced labor or compulsory labor and child labor with respect to value chain workers. In addition, we seek to align our operations and supply chain with the Restriction of Hazardous Substances ("RoHS") Directive.

There have been no reported violations of Besi's Supplier Code of Conduct and Human Rights policy via our whistleblowing channels or supplier audits. Besi's policies cover all value chain workers with particular relevance to the employees of our supply chain vendors.

Supplier Code of Conduct

Our Supplier Code of Conduct has been created in accordance with RBA requirements since 2018.

The Code of Conduct establishes standards to ensure (i) safe working conditions in the electronics industry or industries in which electronics are a key component, including their related supply chains, (ii) that workers are treated with respect and dignity and (iii) that business operations are environmentally responsible and conducted ethically. Besi expects that the supply chains of its suppliers comply with the same standards. Fundamental to adopting the Code is the understanding that a business, in all of its activities, must operate in a sustainable manner and in full compliance with the laws, rules and regulations of the countries in which it operates. If, however, there are differing standards between the RBA Code and local law, the RBA defines compliance as meeting the more strict requirements of the two. In alignment with the UN Guiding Principles on Business and Human Rights, the provisions in this Code are derived from and respect internationally recognized standards including the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights.

Human Rights policy

Besi is committed to using any leverage at its disposal to identify and mitigate potential negative human rights impacts in its operations and supply chain. In accordance with the UN Guiding Principles on Business and Human Rights and OECD Due Diligence Guidance for Responsible Business Conduct, we aim to (i) implement responsible business conduct into our policies and procedures, (ii) identify and assess potential human rights issues, (iii) prevent human rights issues and/or implement mitigation measures, (iv) track the efficiency of our mitigation measures and (v) be transparent in the communication of any human rights issues.

Besi's supply chain has a relatively higher probability of human rights issues than our downstream value chain. We conduct responsible procurement programs to ensure that suppliers are well informed about Besi's human rights standards including engagement, assessment, right to audit and obligation to remedy critical non-compliance. We regularly conduct supplier assessments to identify any sustainability and human rights-related issues. Further, we conduct training sessions with our suppliers each year to update them on our sustainability requirements.

We commit to providing appropriate forms of remediation in cases where Besi has directly caused or contributed to any negative human rights impact.

Value chain worker engagement

Engagement occurs directly with Besi's suppliers through various methods:

- Consultative stakeholder engagement interviews and meetings on a regular basis which aids the evaluation of our mitigation actions.
- Informative annual sustainability briefing roadshows during Supplier Days.
- Training sessions and the sharing of sustainability-related knowledge during audits.

Sessions with suppliers aim to inform the supplier's employees about the impacts of their actions and decision making relative to the environment, society and business operations. Such channels are therefore used primarily to engage directly with Besi's upstream value chain workers and their legitimate representatives and to ensure the effectiveness of our engagement with workers. We manage risks by evaluating suppliers via quarterly business assessment processes under which we conduct performance reviews and key supplier audits. The effectiveness of our engagements is measured through supplier audits to help verify compliance with our objectives and to reduce the risk of a negative impact on Besi's value chain workers. In addition, such engagements support our strategy to mitigate the risks associated with our value chain workers by providing insight as to our high-risk suppliers who do not have mitigation actions in place.

Besi's Board of Management is responsible to ensure that supplier engagement occurs. The VP Strategic Supply Chain Management has day-to-day operational responsibility for value chain worker engagement. Besi signed a General Work Agreement ("GWA") or General Procurement Contract ("GPC") with 79% of its Purchase Volume ("PV") in 2025 which includes alignment with the RBA Code of Conduct. In 2025, 70% of our total PV completed the self-assessment questionnaire and 65% of our total PV was audited.

Although Besi aligns its practices with the RBA, it is not a member of this organization. In 2024, Besi achieved silver status with the RBA which is externally audited and accredited. The new audit is planned for spring 2026.

Processes to remediate negative impacts and channels for value chain workers to raise concerns

As outlined in the Governance paragraph of this Sustainability Statement, we have Whistleblower and Grievance procedures available to any stakeholder interested in reporting any potential human rights violation. We assist our value chain worker representatives in effectively communicating the availability of such channels to their workforce through our supplier engagement. All reported concerns are reviewed with appropriate action taken in response to each reported concern. We commit to provide appropriate forms of remediation in cases where Besi has directly caused or contributed to

a negative impact on workers in the value chain such as via the seven-step process included in the Grievance procedure which is set forth below:

- Submission of complaint.
- Admission and acknowledgement by Ethics Counselor upon receipt of complaint.
- Assessment of grievance which respects the right of the complainant to be anonymous and to submit the complaint in good faith.
- Conclusion by Ethics Committee on the resolution of the grievance.
- Appeal from complainant if not satisfied with the resolution of the grievance.
- Action implemented based on the conclusion of the Ethics Committee with a timeline and responsible parties assigned.
- Complaint closed once the complainant has accepted the outcome or the appeal process is complete.

Workers in the value chain actions and resources

As outlined in the [Risk Management](#) section of the Annual Report, human rights risks are captured in our annual risk assessment including how such risks could impact Besi's strategy and business operations. In recent years, we have significantly expanded our production, engineering and supply chain capabilities in Asia (Malaysia, China, Singapore and Vietnam) to increase our local presence and operational efficiency. Asian personnel represented 68% of our total headcount at year end 2025. Further, revenue from Asian customers represented approximately 76% of our revenue in 2025. As a more active Asian participant, we operate in countries that, according to international human rights and corruption indices, are perceived to be of higher risk relative to our European operations. In addition, the expansion of Besi's operations could potentially expose us to the risk of fraud or bribery in our supply chain activities. With respect to human rights, we follow the RBA Code of Conduct both in our production facilities and supply chain. The RBA Code of Conduct includes labor standards concerning:

- Freely chosen employment.
- Young workers.
- Working hours.
- Wages and benefits.
- Humane treatment.
- Non-discrimination/non-harassment.
- Freedom of association.

Besi has potential negative impacts from topics related to human rights, working conditions and health and safety based on the DMA. Given that we do not have actual negative impacts, we focus mainly on the implementation of policies and procedures and supplier engagement to proactively limit any negative impacts. We implement our value chain actions and allocate necessary resources on continuous basis.

Financial resources related to our supply chain engagement include, among others, (i) the monitoring of supplier compliance with Besi policies and procedures, such as supplier audits and quarterly business reviews, (ii) the provision of training sessions for suppliers and (iii) follow-up activities to review suppliers' progress towards identified improvements. Such investments are integrated into Besi's overall strategic decision-making and typically form part of broader investments with multiple objectives. Indeed, the future allocation of financial resources is subject to the business, regulatory, and external environment to which Besi is exposed. However, such financial resources are not considered significant. As such, we have not disclosed the specific monetary amount of current and future financial resources attributed to the implementation of Besi's supply chain initiatives.



Besi Singapore staff participated in a meal delivery program for the underprivileged.

Besi conducts quarterly supplier reviews and follow-ups to monitor the effectiveness of the preventative actions below. In addition, we regularly conduct performance assessments and key supplier audits, engage suppliers to respond to the Self-Assessment Questionnaire to help identify their social, environmental and human rights-related activities and risks in our supply chain and implemented a Whistleblower procedure and Grievance procedure to ensure the communication and remediation of all actual and potential issues:

Place in the value chain	Sustainability topic	Description of impact	Description of risk or opportunity	Preventative actions to mitigate potential negative impacts and mitigate material risks
Supply chain	Human rights	The majority of Besi's suppliers are located in Asia where a potential negative impact on the suppliers' workers might occur due to human rights violations such as violence and harassment in the workplace, child labor and forced labor.	Reputational risk of non-compliance with regulations and policies related to human rights and potential employment risks in the supply chain.	Implementation of: <ul style="list-style-type: none"> GWA and GPC with reference to the RBA Code of Conduct which we sign with our suppliers. Conflict Free Sourcing Initiative setting requirements on conflict minerals found in the Democratic Republic of Congo associated with human rights violations. Supplier training on Besi's sustainability requirements including topics such as human rights, working conditions and health and safety. Besi policies applicable to our value chain workers, specifically our Sustainability policy, Human Rights policy and Supplier Code of Conduct setting the standards expected from our suppliers in areas such as human rights, product quality, health and safety and the environment. Supplier self-assessments and audits to ensure compliance with the above policies. Whistleblower procedure and Grievance procedure available to any stakeholders interested in reporting any potential human rights violations.
	Working conditions	The majority of Besi's suppliers are located in Asia where a potential negative impact on the suppliers' workers might occur due to a lack of secure employment, working time, adequate wages, work-life balance, training and skills development.	The risk of non-compliance with employment terms regulations and/or materialization of employment risks in the supply chain resulting in interruption of critical supplies and services and reduction of product quality from suppliers.	
	Health and safety	Potential negative impact on Besi's supply chain workers due to violations of health and safety regulations resulting in an increased number of health and safety incidents.	Risk of legal or regulatory sanctions, financial loss or reputational damage caused by a failure to comply with health and safety related regulations and/or the failure to implement practices for employee health and safety and/or the materialization of health and safety risks resulting in liabilities and reputational risk.	

We do not observe severe human rights impacts in our upstream value chain. We allocate resources to manage material impacts on value chain workers and to prevent or mitigate material risks such as (i) hiring Human Resources and sustainability specialists, (ii) publishing several internal and external policies (such as the Human Rights policy), (iii) engaging consultants to support any data or knowledge gaps and (iv) ensuring that our methodology relative to the assessment and management of material topics, policies, procedures and targets is consistent with international standards and regulations. We engage with suppliers on the availability and effectiveness of our processes that provide or enable remedy in the event of material negative impacts through the Grievance procedure which was introduced in 2024.

In 2025, the number of supplier performance reviews and audits represented 65% of our total PV, a 1 point increase versus 2024. Engagement with suppliers also resulted in additional progress on sustainability topics in 2025. Our Malaysian and Chinese operations continued a more comprehensive engagement strategy with suppliers this year through a sustainability briefing roadshow, training sessions and the sharing of sustainability-related knowledge whose primary purpose was to deliver positive impacts for value chain workers. In 2024, Besi integrated sustainability criteria into its supplier Quarterly Business Review ("QBR") scorecard and assigned such criteria a 10% weighting in the final supplier performance review of the year. In addition, sustainability assessments have been incorporated into the annual audits of key suppliers since 2023. Both the QBR and the annual audits are validated onsite and through desktop assessments to ensure compliance. Following such assessments, suppliers are categorized into risk categories and are required to develop an improvement plan based on the feedback provided with active involvement from their senior management to ensure effective implementation. Such assessments provide Besi with the information needed to assess the effectiveness of our engagement in delivering outcomes for value chain workers.

Supplier Quarterly Business Review

Besi implements a Quarterly Business Review ("QBR") scorecard for its suppliers, incorporating a comprehensive assessment of operational performance and quality control. Since 2024, sustainability topics have carried a 10% weighting within the operational performance assessment. Based on the QBR assessment, suppliers are classified into six performance categories based on their scores. For lower performance category suppliers, Besi defines specific improvement requirements. Progress against these requirements is reviewed on a quarterly basis through supplier audits and desktop assessments. Relationships with suppliers that receive the lowest performance category in three consecutive quarters are formally reviewed.

In 2024, Besi APac also conducted an IT Risk Survey which received responses from 131 suppliers. The purpose of this survey was to assess the risk profile of our key suppliers with a focus on the governance of issues such as data protection, regulatory compliance and data breach risk management. The survey responses were analyzed by Besi's IT Security team which led to the categorization of suppliers into different risk levels. Following the survey, two IT security sessions were organized to ensure that key suppliers remained at manageable risk levels. As such, these sessions aimed to prevent Besi's data usage from causing or contributing to any negative impacts on its value chain workers.

Metrics and targets

Besi has an indirect impact on the workers in our supply chain through business relationships with our suppliers. The ESR5 S2 "Workers in the value chain" standard does not set any specific metrics to be measured as part of ESR5 compliance. As such, we have set entity specific targets measuring the commitment of our suppliers to follow best international practices associated with environmental and social topics and to track their performance and progress on such topics. Specifically, we measure:

- Purchase Volume ("PV") signing the GWA/GPC which contains requirements to follow the RBA Code of Conduct and Besi's material impacts, risks and opportunities related to non-discrimination, forced labor, child labor, working hours, fair compensation, health and safety and environmental performance. Such requirements are based on internationally recognized standards including:
 - OECD Guidelines for Multinational Enterprises.
 - UN Guiding Principles on Business and Human Rights.
 - ILO Declaration on Fundamental Principles and Rights at Work.
 - ILO Fundamental Conventions.
 - UN Universal Declaration of Human Rights.
- PV responding to the RBA self-assessment questionnaire including the supplier self-assessment for Besi's material impacts, risks and opportunities related to non-discrimination, forced labor, child labor, working hours, fair compensation, health and safety.
- PV audited which is based on supplier audits conducted by Besi's team including (but not limited to) all the above-mentioned topics involving our impacts, risks and opportunities. Supplier audits include several steps such as a review of suppliers, self-assessment data, site visits, the discussion of relevant topics, recommendations for improvement and the tracking of improvements.
- PV to sign the Conflict-Free Sourcing Initiative which involves a commitment to comply with the international CFSI industry standard requirements for conflict minerals (coltan, cassiterite, gold, wolframite) found in the Democratic Republic of the Congo associated with human rights violations and labor and environmental abuses in the region.

Besi has set the following targets as a means of identifying and mitigating any potential risks in order to manage the actual and potential material impacts, risks and opportunities relative to our upstream workers in the value chain:

Target	Type of target	Baseline year	Baseline value	Target for the year 2026	Target for the year 2030
PV to sign GWA or GPC	absolute	2021	64%	80%	85%
Code of Conduct self-assessment questionnaire signatories			63%	75%	85%
PV audited			59%	70%	75%
PV to sign Conflict-Free Sourcing Initiative			66%	75%	80%

2024 represented the first year for which Besi implemented a reporting framework based on ESRs requirements. We intend to set other targets addressing our material impacts, risks and opportunities over the next two years. In order to set the current targets, Besi considered its strategy, international standards, peer practices, views of stakeholders and value chain partners as described in the General Disclosures section:

- The goals defined in Besi's overall strategy and Sustainability policy.
- Factual data related to the supply chain indicators collected and reported since 2019.
- Recommendations of the Semiconductor Sustainability Accounting Standards as prepared by the Sustainability Accounting Standards Board.
- An assessment of strategies from Besi's peers related to the workers in the value chain sub-topics.
- Stakeholders' views on the importance to our business of the workers in the value chain sub-topics.
- Results of the previous materiality assessment conducted in 2020.

Besi engaged directly with stakeholders, including legitimate supply chain worker representatives, during the annual materiality assessment process conducted between 2020 to 2024 which enabled us to prioritize topics of importance. To this end, supply chain worker views were considered when setting such targets. Besi's performance against its sustainability targets is communicated during our annual supplier days in which legitimate supply chain worker representatives can provide feedback to the Management Team. Our audits and regular meetings with suppliers also help us identify any necessary lessons or improvements based on the results of our performance. With respect to our approach, we realize that it is unlikely that 100% of our PV will align with all the initiatives above.

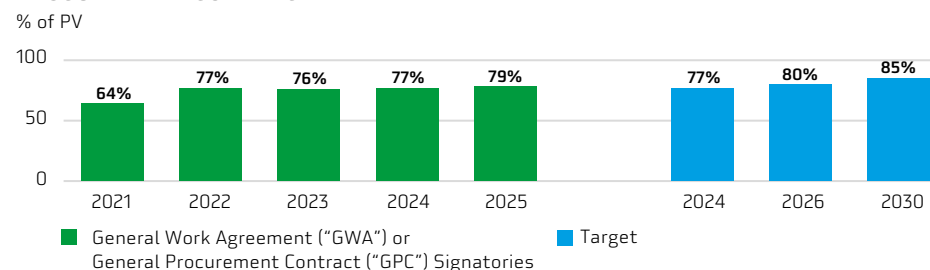
As such, we will develop an engagement plan for any PV not aligned with the RBA Code of Conduct agreements and not conducting self-assessments which will include:

- Categorization of suppliers into risk groups.
- Development of an engagement plan for each risk group.
- Review of supplier relationships based on the results of the engagement.

Progress against targets

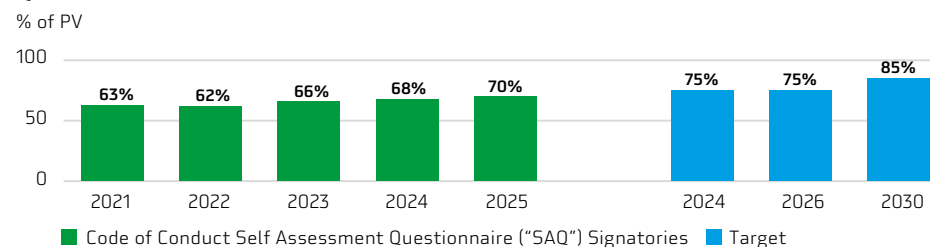
We have made progress against all indicators as detailed below:

PURCHASE VOLUME TO SIGN GENERAL WORK AGREEMENT OR GENERAL PROCUREMENT CONTRACT



The percentage of PV which signed a GWA or GPC Signatories increased from 77% in 2024 to 79% in 2025. We have set a milestone and target of 80% and 85% by 2026 and 2030, respectively.

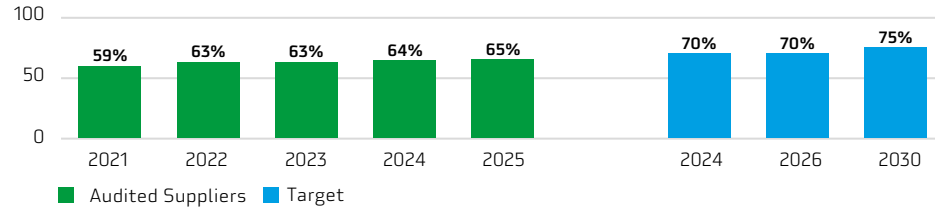
PURCHASE VOLUME TO SIGN CODE OF CONDUCT SELF-ASSESSMENT QUESTIONNAIRE



The percentage of PV which answered the Code of Conduct Self-Assessment increased from 68% in 2024 to 70% in 2025 marking further progress in our supply chain engagement. We have set a milestone and target of 75% and 85% by 2026 and 2030, respectively.

PURCHASE VOLUME AUDITED

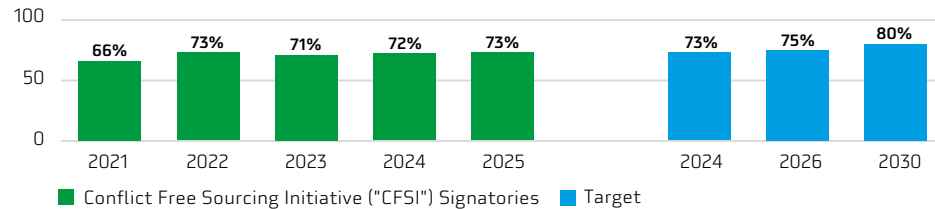
% of PV



We measure the percentage of PV which has been audited by us as part of Besi's due diligence program for materials with potential human rights impacts. Besi has set a milestone and target for 70% and 75% of its suppliers to be audited by 2026 and 2030, respectively. In 2025, the number of supplier performance reviews and audits was 65% of our total PV, a 1 point increase versus 2024.

PURCHASE VOLUME TO SIGN CONFLICT-FREE SOURCING INITIATIVE

% of PV



The percentage of PV which are signatories to the Conflict Free Sourcing Initiative increased from 72% in 2024 to 73% in 2025. We have set a milestone and target of 75% and 80% by 2026 and 2030, respectively.

Governance**Business Conduct****Governance**

The Supervisory Board has an oversight responsibility with respect to Besi's business conduct-related policies and procedures. The Board of Management has responsibility for setting the Company's business conduct framework as well as its implementation and execution which includes approving appropriate corrective measures for the Whistleblower procedure and Grievance procedure. Day-to-day responsibility for the oversight of business conduct impacts, risks and opportunities resides with the SVPs and facility management in their respective departments and locations.

Policies related to business conduct

We acknowledge the importance of good governance, the most important elements of which are transparency, independence and accountability. An environment in which these elements are managed well can be the basis for long-term sustainable value creation. We also foster an inclusive and diverse culture in all layers of the organization. Besi's business strategy includes the development of our business in a sustainable way with respect to the rights of our employees and other stakeholders.

In order to develop and promote this governance and corporate culture, Besi has a Sustainability policy, Code of Ethics for Senior Financial Officers, Inclusion and Diversity policy, Code of Conduct, Anti-Corruption and Bribery policy, Whistleblower procedure and Grievance procedure (all of which are available on our website) to guide employees, workers in the value chain and other stakeholders' activities and to set out the responsibilities, procedures and support functions in reporting violations. In addition, we have internal policies such as a No-Gift and Limited Entertainment policy and Conflict of Interest policy intended to provide additional guidance for our employees. Additional information regarding the Sustainability policy, Code of Conduct and Inclusion and Diversity policy is detailed in the Strategy, business model and value chain section. We also provide mandatory training to employees regarding such issues to ensure they are aware of our standards and their responsibilities with respect to ethical issues. To this end, all new employees are required to sign the Code of Conduct and all employees undertake training on an annual basis. The training includes key topics included in Besi's Code of Conduct, Whistleblower procedure, Grievance procedure, No-Gift and Limited Entertainment policy and Conflict of Interest policy. All the above elements contribute to the development of Besi's corporate culture.

More details on the contents of these initiatives and policies are set forth below:

Sustainability policy

Following good governance principles is of the utmost importance for the success and continuity of Besi's business. We conduct our business with high ethical standards and are committed to eliminate any corruption and bribery cases in our operations and value chain. We carry out business conduct training for our employees and work to communicate our business conduct principles to our suppliers and customers. We are committed to the investigation of any incidents related to business conduct promptly, independently and objectively. Besi commits to not making any contributions or donations to candidates or political parties in any of the countries in which it operates. We respect our employees' freedom of expression and rights to participate individually in the political process and to support candidates and political parties of their choice.

Ethics and corporate culture

We ensure that our business is conducted according to high ethical and professional standards. We actively seek compliance with applicable laws and regulations in the countries and regions where we operate and, whenever possible, try to go beyond such standards.

Engagement with employees and external stakeholders

Continuous stakeholder engagement in which we embrace open dialogue and knowledge sharing is important for an innovation-driven industry. It also helps us identify areas for improvement. We communicate with all our stakeholder groups about their topics of concern. We respect the right of our employees to exercise their freedom of association by cooperating with the bodies and institutions that our employees collectively choose to represent them.

Code of Conduct

Besi's Code of Conduct outlines our objective to become the world's leading supplier of semiconductor assembly equipment for advanced packaging applications and to exceed industry average benchmarks of sustainable long-term financial performance.

Further, the Code of Conduct specifically states that we will conduct our business in a fair and competitive manner within the existing legislative framework. Anti-trust and competition laws are designed to promote fair and open competition by prohibiting unfair, restrictive or collusive business practices. It is our policy to comply fully with all such laws. In no circumstances will we put our competitors at a disadvantage in any way that is contrary to existing anti-trust and competition laws. Each employee and Management Team member must participate in a Code of Conduct training to ensure that all employees are aware of Besi's corporate values.

Our long-standing commitment to inclusion and diversity is also reflected in our core values, particularly that of "respect", as described in our Code of Conduct where: "we cherish the richness and diversity of cultures within our organization".

Code of Ethics for Senior Financial Officers

The Code of Ethics for Senior Financial Officers supplements the Code of Conduct which applies to all Besi employees. It is intended to further promote honest and ethical conduct and full, fair, accurate, timely and understandable disclosure in reports prepared by Besi in compliance with all applicable laws, rules and regulations. Although it is the responsibility of Senior Financial Officers to comply with these expectations, the Supervisory Board shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest. In addition, any waiver of this Code or any change to this Code may only be made in writing by Besi's Supervisory Board and will be disclosed as required by law or stock exchange regulation.

Whistleblower procedure

We monitor employee engagement and satisfaction across all regional operations and conduct surveys to assess our relative success in such activities. In addition, the Whistleblower procedure accommodates reporting by external stakeholders. Internal and external stakeholders have the responsibility to comply and ensure compliance with the Code of Conduct. This includes the responsibility to notify a suspicion of misconduct or a suspicion of infringement of EU law. We will treat each notification seriously and will follow up carefully and with discretion.

The whistleblower's privacy will be respected during and after the notification process. Any issues that the whistleblower raises will be treated confidentially and will only be communicated on a need-to-know basis. They also have the right to require anonymity. In such a case, any report to third parties will not include the whistleblower's personal information. The whistleblower is also required to treat any notification in a confidential manner and has the right to remain updated of the notification process. All protection measures comply and are in accordance with the Dutch Whistleblowers Act which transposes Directive (EU) 2019/1937 of the European Parliament and of the Council (Whistleblowing Directive).

Grievance procedure

Once a grievance is submitted, there is a protocol followed by the Company while it conducts an assessment of the scale and nature of the reported issue. After completion of the assessment, the Ethics Committee will review the findings of the assessment and decide an appropriate resolution of the grievance. Besi is committed to resolving all conflicts in a mutually beneficial way. The Ethics Counselor will communicate the decision to the complainant detailing the measures and actions to be taken. If further action is

required, a timeline and responsible parties will be assigned. If the complainant is not satisfied with the conclusion, they may inform the Ethics Committee with an explanation as to why they disagree with the outcome of the assessment. The Ethics Committee will then discuss the appeal internally and, based on each specific case, will provide additional explanations to the complainant or execute additional investigations to achieve a resolution.

The grievance is considered closed when the resolution has been implemented, complainant has accepted the outcome or the appeal process is complete. We aim to assess the effectiveness of the remedy wherever possible for each grievance submitted. We commit to communicating with the complainant to assess the effectiveness of the measures implemented if the remedy process takes a long time.

Stakeholders can notify a suspicion of misconduct or suspicion of infringement of EU law through any of the abovementioned channels. Beyond the Whistleblower procedure and the Grievance procedure, we also use data fraud analytics tools to find potential corruption and bribery cases. The tools are managed by the Internal Audit and Control team and the results of the assessments are reported to the Board of Management and the Supervisory Board.

We engage with our suppliers, their employees and relevant employee representatives to ensure that the procedure has been effectively communicated and that the employees of Besi's suppliers are aware of and trust our Grievance procedure.

Anti-Corruption and Bribery policy

We strive to promote anti-corruption and bribery practices in all aspects of our business including by referencing to our Code of Conduct and the Anti-Corruption and Bribery policy in our suppliers' agreements. Regular internal audits which form part of the internal audit plan are conducted to monitor adherence to this policy.

Following the key principles of this policy, Besi has developed an internal Anti-Corruption and Bribery Framework which sets guidelines for our operations as to the detection, prevention, investigation and mitigation of potential corruption and bribery cases. In our Anti-Corruption and Bribery policy and Anti-Corruption and Bribery Framework, we strive to follow the principles of the United Nations Convention against Corruption, OECD Anti-Bribery Convention, Criminal Law Convention on Corruption and other relevant regulations.

Besi has a zero-tolerance approach to any form of bribery and corruption. We are committed to conducting our business with integrity, transparency and fairness in compliance with all applicable laws and regulations. Besi requires that all third parties acting on its behalf adhere to the principles of this policy. We consider sales and purchasing positions to be of highest risk in the countries ranking highest on international corruption indices.

Prevention and detection of corruption and bribery

We will not involve ourselves in bribery, payment facilitation, extortion or any other form of corruption. Employees cannot directly or indirectly pledge a financial benefit to any person affiliated with a government or an entity controlled by a government to secure or maintain orders or services. Furthermore, employees are not allowed to use external third parties to circumvent the ban on corruption.

As described in our Anti-Corruption and Bribery policy, we have implemented the following steps to prevent, detect and address allegations or incidents of corruption or bribery:

- Record keeping of all transactions and expenses including supporting documentation.
- Whistleblower procedure and Grievance procedure to raise any concern or suspicions regarding corruption or bribery.
- Anti-corruption and bribery training for all employees. This approach ensures that all "functions-at-risk" participate in anti-corruption and bribery training. We engage with customers, suppliers and other business partners to make sure that they are informed of Besi's Code of Conduct, Supplier Code of Conduct and this policy. For our supply chain, we sign GWAs or GPCs which refer to the requirements of the RBA Code of Conduct.
- The Board of Management is updated on a quarterly basis of any violations with regards to this policy and the Anti-Corruption and Bribery Framework. The Supervisory Board is informed twice a year. Key outcomes of any investigation are presented in these updates to both the Board of Management and Supervisory Board if any violations have taken place.
- Investigators into potential corruption and bribery issues are always separate from the chain of management involved in the matter.

Supervisory Board members reviewed and approved the Anti-Corruption and Bribery policy and Besi's internal Anti-Corruption and Bribery Framework. In addition, the Supervisory Board reviews and approves any updates or changes related to such policies. As such, we consider them well informed about Besi's Anti-Corruption and Bribery policy and Framework and the implications of such documents.

Our Whistleblower procedure enables employees and all other stakeholders to report suspected cases of misconduct. Such cases are investigated by the Internal Audit and Control team and overseen by the Board of Management which has responsibility for approving appropriate corrective measures. In some cases, the Management Team is involved in the investigation if required. After the notification is investigated and evaluated, results will be presented to the Board of Management and local management or only to the Board of Management depending on the scale and person(s) involved. In case of an internal notification regarding any member of the Board of Management, the Internal Audit and Control team will consult with the Chair of the Supervisory Board to determine whether it is deemed necessary to launch an investigation.

Investigations are conducted by the Internal Audit and Control team or the specialized external party who will prepare a report of their findings with all facts clearly stated. All material findings that result from the use of Besi's internal control and risk management system for financial and non-financial risks are discussed with the Audit Committee of the Supervisory Board on a quarterly or semi-annual basis including the status of systems, procedures and activities to monitor and evaluate risks from fraud, bribery or corruption in Besi's operations.

It is Besi's policy to provide full, fair, accurate, timely and understandable disclosure in all reports, documents and public communications in order to be fully transparent with all relevant parties.

Metrics and targets

Although we have implemented policies and procedures designed to help ensure compliance with all applicable rules and regulations, there can be no assurance that our employees, partners and other persons with whom we do business will not take actions in violation of our policies or such rules and regulations.

There were no legal proceedings associated with anti-competitive behavior during the last five years. In 2024 and 2025, there were no reported incidents of corruption, no convictions or fines for violation of anti-corruption and anti-bribery laws and no actual violations or penalties. We take into account incidents involving actors in the value chain only where Besi or its employees are directly involved when assessing legal proceedings, incidents of corruption and convictions or fines for violation of anti-corruption and anti-bribery laws.

GHG emissions accounting methodology

List of included and excluded Scope 3 categories

Scope 3 categories	Included / Not included	Justification on applicability for Besi
1 Purchased Goods and Services	Yes	Emissions from the purchased goods and services used for the production of Besi's systems. This is Besi's second largest Scope 3 emissions category.
2 Capital Goods	No	Emissions from the purchased goods and services that were capitalized in the reporting year. Does not represent a significant category for Besi. We did not calculate GHG emissions associated with this category in 2025 to avoid double counting given that part of capital goods is categorized in purchased goods and services. Moving forward, we will develop methodology to avoid double counting and report this category separately.
3 Fuel- and Energy-Related Activities Not Included in Scope 1 & 2	Yes	Transportation and distribution losses and well-to-tank emissions related to the use of energy and fuel in our operations. Does not represent a significant category for Besi.
4 Upstream Transportation and Distribution	Yes	Upstream transportation and distribution based on GHG Protocol definitions. Does not represent a significant category for Besi.
5 Waste Generated in Operations	Yes	Emissions associated with the processing of waste generated in our operations. Does not represent a significant category for Besi.
6 Business Travel	Yes	Emissions from business travel such as business flights. Does not represent a significant category for Besi.
7 Employee Commuting	Yes	Emissions from commuting by Besi employees in the countries of our operations. Does not represent a significant category for Besi.
8 Upstream Leased Assets	No	Not applicable. Emissions associated with our buildings are included in Scope 1 & 2 inventory.
9 Downstream Transportation and Distribution	Yes	Downstream transportation and distribution based on GHG protocol definitions. Does not represent a significant category for Besi.
10 Processing of Sold Products	No	Not applicable. We account for categories 3.11 and 3.12.
11 Use of Sold Products	Yes	Emissions from electricity used by Besi systems. The largest component of Besi's Scope 3 emissions category.
12 End-of-Life Treatment of Sold Products	Yes	End of life treatment of Besi systems. Does not represent a significant category for Besi.
13 Downstream Leased Assets	No	Not Applicable. Besi does not have any assets leased to other entities.
14 Franchises	No	Not Applicable. Besi does not have any franchises.
15 Investments	No	Not Applicable. Emissions from investments are accounted for in category 3.2.

Description of GHG accounting methodology

Our Sustainability reporting and GHG emissions reporting cover all entities included in the scope of the Consolidated Financial Statements (see [Note 2](#) Principles of consolidation in the Notes to the Consolidated Financial Statements) excluding some data on energy consumption by three sales and service offices due to their immaterial significance. In addition, no significant changes have been made in the methodology and its denitions.

GHG emissions associated with purchased goods and services are calculated using secondary data such as financial data on the purchase volume of different supply categories. Such emissions accounted for 40% of total GHG emissions in 2025. Metrics for other GHG emission categories are calculated using primary data such as energy consumption, employee travel, waste generation and logistics data. The percentage of GHG emissions calculated using primary data was 64%. As described further in the GHG accounting methodology, we apply reasonable assumptions in the absence of more granular information for certain insignificant categories such as employee travel or waste generated from operations.

Emissions category	Description of methodology
Scope 1	Scope 1 emissions are calculated based on data collected quarterly in our operations related to the use of natural gas, gasoline and diesel. Emission factors are derived from the GHG Protocol using emission factors from Stationary Combustion Tool.
Scope 2	<p>Scope 2 emissions include electricity consumption for our operations globally, centralized heating of our buildings in Besi Netherlands and centralized cooling of our buildings in Besi Singapore. All data is collected from our operations on a quarterly basis.</p> <p>Location-based emissions are calculated based on the grid emission factors specific for each country of Besi's operations. Such factors are based on the energy mix of each country using www.aib-net.org/facts/european-residual-mix/2024 for European operations and www.ourworldindata.org for all other countries. For our district heating in Duiven, the emission factor is based on data from the supplier.</p> <p>Market-based emissions are calculated based on recognized market instruments available in the countries of our operations and which we implement to reduce our GHG footprint. For our operations in China, Malaysia and Vietnam, we use RECs from local hydropower, solar and wind projects. For our operations in the Netherlands, Austria, Switzerland and Singapore, we receive green electricity based on Power Purchase Agreements with our energy providers.</p>
Scope 3	
3.1 Purchased Goods and Services	<p>For the accounting of category 3.1, we use the spent-based method as per the GHG Protocol. All Besi's purchased goods and services are quarterly separated into six categories per country of purchase: Modules, Vendor Parts, Fabricated Parts, Services, Software and Documents. All these categories are mapped to the best available Emissions Factors available in the country-specific EEIO dataset known as Exiobase. We adjusted the spend included in PG&S footprint to resemble cradle-gate spend, rather than customer price spend as recommended by the GHG Protocol. Exiobase emission factors applied to our spent categories are adjusted for inflation per each country of purchase using the World Bank CPI index.</p> <p>The Spent-based method is allowed by the GHG Protocol and is widely adopted. However, this method does not provide a high level of accuracy in the assessment of emissions. Moving forward, we will focus on collecting more granular information with respect to our supply chain emissions.</p>

Emissions category	Description of methodology
3.3 Fuel- and Energy-Related Activities not included in Scope 1 & 2	We account for Fuel- and Energy-Related Activities not included in Scope 1 or Scope 2 covering well-to-tank emissions from purchased fuels and emissions from electricity generation and transmission and distribution losses. The basis for the accounting of these emissions is the energy data collected quarterly from our operations and used for the calculation of Scope 1 & 2 emissions. We apply the average-data method using UK Government GHG Conversion Factors for Company Reporting to obtain emission factors associated with transmission and distribution losses and well-to-tank emissions.
3.4 Upstream Transportation and Distribution	Upstream transportation and distribution emissions are calculated using the distance-based method which uses the quarterly ton-km logistics data collected from all operations. Each entity reports upstream internal and external logistics data per type of transportation (air, sea, land, train) using GHG Protocol definitions. Conversion factors are derived from the GHG Protocol using the GHG Emissions from the Transport or Mobile Sources Tool.
3.5 Waste Generated in Operations	<p>We apply the waste-type-specific method to calculate emissions from waste generated in our operations. Given that this category is not significant for Besi, we use certain assumptions as per GHG Protocol methodology. Waste tonnage data is collected quarterly from all operations and is aggregated and tagged by waste type (hazardous vs. non-hazardous) and disposal type (e.g., recycling, landfill, incineration). However, the breakdown of material(s) (e.g., paper vs. plastics vs. metals) underlying each waste record cannot be sourced given that granular data on waste composition is not fully available in some of our Asian operations.</p> <p>UK DEFRA EFs were used for all non-hazardous waste records as well as hazardous waste that was recycled. Ecoinvent V3.1 EFs were used for hazardous waste that was disposed of via incineration or landfill.</p>
3.6 Business Travel	<p>We collect business travel data from our operations on a quarterly basis and apply distance-based methods to calculate this category of GHG emissions. As most of Besi's business travel happens by plane, we do not collect other business travel data. The amount of GHG emissions associated with employee travel by car is negligible. In addition, all employees report their commuting mileage and such data is used to calculate emissions in category 3.7 Employee commuting. To avoid double counting, we do not include travel by cars in category 3.6 Business travel.</p> <p>We derive emission factors from the GHG Protocol using the transport or mobile sources tool.</p>
3.7 Employee Commuting	<p>Besi uses the distance-based method whereby the distance traveled via each mode is multiplied by the appropriate emission factor. Employee commuting data from each country is aggregated at the corporate level. Given that employee commuting is not a significant GHG category, we allow reasonable assumptions to be made by HR teams to collect employee commuting data as per GHG protocol methodology. Employee commuting data is collected in the third quarter with follow up checks in December for each country of operation.</p> <p>Each transport method is mapped to the corresponding UK DEFRA emissions factor, which is then multiplied by the commuting distance to calculate the emissions of the commute.</p>
3.9 Downstream Transportation and Distribution	Downstream transportation and distribution emissions are calculated using the distance-based method using quarterly ton-km logistics data collected from all operations. Each entity reports downstream internal and external logistics data per type of transportation (air, sea, land, train) using GHG Protocol definitions. Conversion factors are derived from the GHG Protocol using the GHG Emissions from transport or mobile sources tool.

Emissions category	Description of methodology
3.11 Use of Sold Products	<p>Use of sold products emissions are associated with the consumption of electricity by Besi's customers while operating our systems. This category represents the largest amount of our Scope 3 emissions. We collect the following information from our operations on a quarterly basis to calculate emissions in this category:</p> <ul style="list-style-type: none"> • Number of systems sold per product line derived from Besi's internal financial reporting. • Country of shipment for each system (assuming country of shipment is the same as country of operation) derived from Besi's internal financial reporting. • Energy consumption of each product line type during its operation cycle (10 years on average). • National grid emission factors per each country of shipment using the www.aib-net.org/facts/european-residual-mix/2024 for European operations and www.ourworldindata.org for countries outside of Europe. <p>Energy consumption for each product line is received from our product groups' engineering departments. For the Die Attach product group, which represents approximately 80 % of our total revenue, we conducted a Life Cycle Assessment ("LCA") including the calculation of energy consumption with the support of the University of Applied Sciences and Arts (Lucerne, Switzerland).</p>
3.12 End-of-Life Treatment of Sold Products	<p>We apply the waste-type-specific method to calculate category 3.12 emissions. We utilized quarterly product shipment data used for the accounting of category 3.11 Use of sold products to make our emissions calculations. In addition, our product groups provided the net and gross weight of each system including packaging. Based on the LCA made by the Die Attach product group, we calculated the percentage of recyclable and landfilled content for our die attach systems. The same ratio was applied to the other product groups based on the assumption that the recycled content for the other types of systems would be similar. The percentage of recyclable and landfilled content of packaging is based on Eurostat data.</p> <p>We applied DEFRA emission factors for Waste Disposal to calculate GHG emissions associated with the recycling and disposal of our systems.</p>

Annex 1

Disclosure requirements in ESRS covered by Besi's Sustainability Statement

Materiality for each of the below disclosure requirements and related datapoints were based on the Double Materiality Assessment conducted by Besi which included the use of impact and financial materiality thresholds.

# DR	Description	Reference	Pages	Other EU legislation*	Comments
ESRS 2: General disclosures					
BP-1	General basis for preparation of the sustainability statements.	Sustainability Statement: General basis of preparation.	56-57		
BP-2	Disclosures in relation to specific circumstances.	Sustainability Statement: General basis of preparation - Time horizons, Sources of estimation and outcome uncertainty, Use of Phase-in provisions.	56-58		
GOV-1	The role of the administrative, management and supervisory bodies.	Sustainability Statement: Governance of sustainability - The role of the administrative, management and supervisory bodies.	74-76	SFDR, BRR	
GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies.	Sustainability Statement: Governance of sustainability - The role of the administrative, management and supervisory bodies.	74-76, 80-81, 104-105, 117, 123		
GOV-3	Integration of sustainability-related performance in incentive schemes.	Sustainability Statement: Governance of sustainability - Integration of sustainability-related performance in incentive schemes.	77		
GOV-4	Statement on due diligence.	Sustainability Statement: Governance of sustainability - Statement on due diligence.	77-78	SFDR	
GOV-5	Risk management and internal controls over sustainability reporting.	Sustainability Statement: Governance of sustainability - Internal controls over sustainability reporting; Double Materiality Assessment - Risk Management.	79		
SBM-1	Strategy, business model and value chain.	Sustainability Statement: Strategy, business model and value chain - Description of Business Model and value chain, Besi's value chain, Besi's value proposition, Sustainability strategy.	58-61	SFDR, P3, BRR	ESRS 2 SBM-1 paragraph 40(b) (breakdown of total revenue by significant ESRS sector) and 40(c).
SBM-2	Interests and views of stakeholders.	Sustainability Statement: Strategy, business model and value chain - Stakeholder engagement.	65-67		
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model.	Sustainability Statement: Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model.	70-73		Phased-in option used for DR48e and AR22 (anticipated financial effects), in line with ESRS 1 Appendix C.

* Sustainable Finance Disclosure Regulation ("SFDR"), EBA Pillar 3 Disclosure Requirements ("P3"), Climate Benchmark Standards Regulation ("BRR"), EU Climate Law ("EUCL") as referred to in Appendix B of ESRS.

# DR	Description	Reference	Pages	Other EU legislation*	Comments
IRO-1	Description of the processes to identify and assess material impacts, risks and opportunities.	Sustainability Statement: Double Materiality Assessment - Description of the process to identify and assess material impacts, risks and opportunities.	68-70		
IRO-2	Disclosure requirements in ESR5 covered by the undertaking's Sustainability Statement.	Sustainability Statement: Reference table.	131-135		
MDR-P	Policies adopted to manage material sustainability matters.	Sustainability Statement: Double Materiality Assessment - Risk Management; Environment - Climate Transition Plan, Climate change-related policies; Social - Own Workforce - Policies related to own workforce; Social - Workers in the value chain - Policies related to value chain workers; Governance - Policies related to business conduct.	74, 81-86, 90-91, 104-105, 117-118, 123-125		
MDR-A	Actions and resources in relation to material sustainability matters.	Sustainability Statement: Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model, Risk management; Environment - Climate Transition Plan, Climate change actions and resources; Social - Own Workforce - Own workforce actions and resources; Social - Workers in the value chain - Workers in the value chain actions and resources; Governance - Prevention and detection of corruption and bribery.	72-73, 74, 81-86, 91-92, 107-108, 119-121, 125-126		
MDR-M	Metrics in relation to material sustainability matters.	Sustainability Statement: General basis of preparation - Reporting scope for sustainability metrics; Environment - Metrics; Social - Own Workforce - Metrics; Social - Workers in the value chain - Metrics and Targets; Governance - Metrics and Targets.	57, 96-97, 113-117, 121-123, 126		
MDR-T	Tracking effectiveness of policies and actions through targets.	Sustainability Statement: General basis of preparation - Reporting scope for sustainability metrics; Environment - Targets; Social - Targets; Social - Workers in the value chain - Metrics and Targets; Governance - Metrics and Targets.	57, 92-93, 110-111, 121-123, 126		
ESRS E1: Climate change					
ESRS 2 GOV-3	Integration of sustainability-related performance in incentive schemes.	Sustainability Statement: Governance of sustainability - Integration of sustainability-related performance in incentive schemes; Environment - Climate Change - Governance.	77, 80		
E1-1	Transition plan for climate change mitigation.	Sustainability Statement: Environment - Climate Change - Climate Transition Plan.	81-86	EUCL, P3, BRR	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business mode.	Sustainability Statement: Environment - Climate Change - Climate Transition Plan - Transition plan alignment with overall business strategy and financial planning, Climate-related risks and opportunities.	86, 86-90		
ESRS 2 IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities.	Sustainability Statement: Double Materiality Assessment - Description of the process to identify and assess material impacts, risks and opportunities; Environment - Climate Change - Governance.	68-70, 80		

* Sustainable Finance Disclosure Regulation ("SFDR"), EBA Pillar 3 Disclosure Requirements ("P3"), Climate Benchmark Standards Regulation ("BRR"), EU Climate Law ("EUCL") as referred to in Appendix B of ESR5.

# DR	Description	Reference	Pages	Other EU legislation*	Comments
IRO: E1-2	Policies related to climate change mitigation and adaptation.	Sustainability Statement: Environment – Climate Change – Climate Transition Plan, Climate change-related policies.	64, 81-86		
IRO: E1-3	Actions and resources in relation to climate change policies.	Sustainability Statement: Environment – Climate Change – Climate change actions and resources.	91-92		
M: E1-4	Targets related to climate change mitigation and adaptation.	Sustainability Statement: Environment – Climate Change – Targets.	92-93	SFDR, P3, BRR	
M: E1-5	Energy consumption and mix.	Sustainability Statement: Environment – Climate Change – Metrics – Energy consumption and mix.	96	SFDR	
M: E1-5	Energy intensity based on net revenue.	Sustainability Statement: Environment – Climate Change – Metrics – Energy consumption and mix.	96	SFDR	
M: E1-6	Gross scopes 1, 2, 3 and total GHG emissions.	Sustainability Statement: Environment – Climate Change – Metrics – Gross Scopes 1, 2, 3 and total GHG emissions.	97, 94-95	SFDR, P3, BRR	
M: E1-6	GHG Intensity based on net revenue.	Sustainability Statement: Environment – Climate Change – Metrics – Gross Scopes 1, 2, 3 and total GHG emissions.	97	SFDR, P3, BRR	
M: E1-9	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities.			P3, BRR	Phased-in option used in line with ESRS 1 Appendix C: List of phased-in Disclosure Requirements.
ESRS S1: Own workforce					
ESRS 2 SBM-2	Interests and views of stakeholders.	Sustainability Statement: Strategy, business model and value chain – Stakeholder engagement.	65-67		
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model.	Sustainability Statement: Double Materiality Assessment – Material impacts, risks and opportunities and their interaction with strategy and business model.	72-73	SFDR	
IRO: S1-1	Policies related to own workforce.	Sustainability Statement: Social – Own Workforce – Policies related to own workforce.	104-105, 62-64	SFDR, BRR	
IRO: S1-2	Processes for engaging with own workers and workers' representatives about impacts.	Sustainability Statement: Social – Own Workforce – Employee engagement.	106		
IRO: S1-3	Processes to remediate negative impacts and channels for own workers to raise concerns.	Sustainability Statement: Social – Own Workforce – Employee engagement; Governance – Business conduct – Policies related to business conduct.	106, 123-125	SFDR	

* Sustainable Finance Disclosure Regulation ("SFDR"), EBA Pillar 3 Disclosure Requirements ("P3"), Climate Benchmark Standards Regulation ("BRR"), EU Climate Law ("EUCL") as referred to in Appendix B of ESRS.

# DR	Description	Reference	Pages	Other EU legislation*	Comments
IRO: S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions.	Sustainability Statement: Social – Own Workforce – Employee engagement, Own workforce actions and resources.	106, 107-108		
M: S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities.	Sustainability Statement: Social – Own Workforce – Targets.	110-111		
M: S1-6	Characteristics of the undertaking's employees.	Sustainability Statement: Social – Own Workforce – Metrics.	113-114		
M: S1-7	Characteristics of non-employee workers in the undertaking's own workforce.	Sustainability Statement: Social – Own Workforce – Metrics.	114		
M: S1-9	Diversity metrics.	Sustainability Statement: Social – Own Workforce – Metrics.	114		
M: S1-10	Adequate wages.	Sustainability Statement: Social – Own Workforce – Metrics.	114		
M: S1-11	Social protection.		115		Phased-in option used in line with ESR5 1 Appendix C: List of phased-in Disclosure Requirements.
M: S1-12	Persons with disabilities.	Sustainability Statement: Social – Own Workforce – Metrics.	115		
M: S1-13	Training and skills development metrics.	Sustainability Statement: Social – Own Workforce – Metrics.	115		
M: S1-14	Health and safety metrics.	Sustainability Statement: Social – Own Workforce – Metrics.	116	SFDR, BRR	Metrics related to health and safety: ESR5 S1 (S1-14) (reporting on non-employees).
M: S1-15	Work-life balance metrics.				Phased-in option used in line with ESR5 1 Appendix C.
M: S1-16	Remuneration metrics (pay gap and total remuneration).	Sustainability Statement: Social – Own Workforce – Metrics.	116	SFDR, BRR	
M: S1-17	Incidents, complaints and severe human rights impacts.	Sustainability Statement: Social – Own Workforce – Metrics.	116-117	SFDR, BRR	

* Sustainable Finance Disclosure Regulation ("SFDR"), EBA Pillar 3 Disclosure Requirements ("P3"), Climate Benchmark Standards Regulation ("BRR"), EU Climate Law ("EUCL") as referred to in Appendix B of ESR5.

# DR	Description	Reference	Pages	Other EU legislation*	Comments
ESRS S2: Workers in the value chain					
ESRS 2 SBM-2	Interests and views of stakeholders.	Sustainability Statement: Strategy, business model and value chain - Stakeholder engagement.	65-67, 118-119		
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model.	Sustainability Statement: Double Materiality Assessment - Material impacts, risks and opportunities and their interaction with strategy and business model.	72-73	SFDR	
S2-1	Policies related to value chain workers.	Sustainability Statement: Social - Workers in the value chain - Policies related to value chain workers.	117-118	SFDR, BRR	
S2-2	Processes for engaging with value chain workers about impacts.	Sustainability Statement: Social - Workers in the value chain - Value chain worker engagement.	118-119		
S2-3	Processes to remediate negative impacts and channels for value chain workers to raise concerns.	Sustainability Statement: Social - Workers in the value chain - Processes to remediate negative impacts and channels for value chain workers to raise concerns.	118-119		
S2-4	Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions.	Sustainability Statement: Social - Workers in the value chain - Workers in the value chain actions and resources.	119-120	SFDR	
S2-5	Targets related to managing material negative impacts, advancing positive impacts and managing material risks and opportunities.	Sustainability Statement: Social - Workers in the value chain - Workers in the value chain actions and resources - Metrics and Targets.	121-123		
ESRS G1: Business conduct					
ESRS 2 GOV-1	The role of the administrative, supervisory and management bodies.	Sustainability Statement: Governance of sustainability - The role of the administrative, management and supervisory bodies; Governance - Business conduct - Governance.	74-76, 123		
ESRS 2 IRO-1	Description of the processes to identify and assess material impacts, risks and opportunities.	Sustainability Statement: Double Materiality Assessment - Description of the process to identify and assess material impacts, risks and opportunities.	68-70		
G1-1	Business conduct policies and corporate culture.	Sustainability Statement: Governance - Business conduct - Policies related to business conduct.	123-125	SFDR	
G1-3	Prevention and detection of corruption and bribery.	Sustainability Statement: Governance - Business conduct - Prevention and detection of corruption and bribery.	125-126		
G1-4	Incidents of corruption or bribery.	Sustainability Statement: Governance - Business conduct - Metrics and Targets.	126	SFDR, BRR	

* Sustainable Finance Disclosure Regulation ("SFDR"), EBA Pillar 3 Disclosure Requirements ("P3"), Climate Benchmark Standards Regulation ("BRR"), EU Climate Law ("EUCL") as referred to in Appendix B of ESRS.

Risk Management



Risk Management

Besi's risk management program seeks to identify and mitigate potential fraud and other risks which may affect our strategy, business continuity and performance. We continuously monitor and enhance our processes, management practices, employees and systems to manage risks across the organization. In recent years, the importance of internal control and risk management systems has grown substantially as a result of Besi's increased size and complexity, changing market conditions and the expansion of our global business operations. Besi's internal control and risk management systems have been designed to address and help mitigate the risks and risk factors facing our business.

RISK MANAGEMENT PROCESS



Internal control and risk management framework

Besi's internal control system consists of a formal framework defining (i) key risks and controls over financial reporting, (ii) an internal control charter outlining audit systems and procedures as well as (iii) the internal control and audit plan for the year. Operational, IT, compliance, tax and fraud controls are included in this framework. The internal control system over financial reporting contains clear accounting rules, has been implemented in substantially all operations and material subsidiaries, and supports common accounting and regular financial reporting in standard forms. In 2025, Besi's internal audit and control team carried out all planned internal control activities and reported its findings to the Board of Management and the Audit Committee.

Besi implemented the internal control and risk management framework principally based on the COSO framework which provides a structured approach to risk management through five key components: Control Environment, Risk Assessment, Control Activities, Information and Communication and Monitoring. By embedding COSO principles into our processes, Besi seeks to (i) ensure effective identification, assessment and risk mitigation, (ii) support reliable financial reporting, (iii) safeguard assets and (iv) comply with all relevant regulations. Besi is committed to continuously improving its health, safety, environmental and quality management systems in accordance with ISO 45001, ISO 14001 and ISO 9001.

In 2025, the most important components of Besi's internal control and risk management system to manage and mitigate our risks were:

- An extensive and documented process for preparing Besi's annual budget, quarterly estimates and reports of its monthly financial and non-financial information compared with the budgeted and quarterly estimated information.
- Monthly business reviews with product group and production site managers with respect to their monthly and quarterly bookings, revenue, working capital and results of operations, together with discussions of general market, economic, technology, sustainability and competitive developments.

Integration of risk awareness into our day-to-day business management

Risk identification	Risk measurement	Risk management	Monitoring risk activities	Risk reporting
<ul style="list-style-type: none"> • Business risks identified from dialogue with senior management. • Sustainability risks include risks associated with environmental, social and governance factors. • Risk categories aligned with long-term sustainable value creation model. • Risk categories and underlying risks reviewed bi-annually with Board of Management. • Explicit risk ownership assigned. 	<ul style="list-style-type: none"> • Risk appetite discussed with, and determined by, Board of Management. • Risk management methodologies established based on risk categories and underlying risks. 	<ul style="list-style-type: none"> • Mitigation actions (controls) established for risks identified. • Establishment of action plans for risk mitigation efforts. • Explicit mitigation controls and responsibilities assigned for action plan execution. 	<ul style="list-style-type: none"> • Effectiveness of mitigation actions (controls) and action plan status monitored across three lines of defense. • Internal audit and control team reviews risk management effectiveness and drives improvements. 	<ul style="list-style-type: none"> • Bi-annual reporting to Board of Management and Supervisory Board of major risk categories, underlying risks and effectiveness of mitigation actions. • Risk management framework and cycle improvements reported and approved by Board of Management.

- Daily reviews of the foreign currency positions of all significant operating companies.
- Annual documentation and analysis of key risks and the development of controls for such risks.
- Weekly management reviews of Besi's business, operations, cash, supply chain, orders and inventory development.
- Compliance with finance and controlling guidelines governing our financial accounting and reporting procedures.
- Compliance with internal controls over financial reporting that have been implemented at all significant operating companies.
- Double materiality assessment conducted in alignment with the Corporate Sustainability Reporting Directive ("CSRD").
- Monthly, quarterly and annual reviews of Besi's sustainability performance, risks and risk management and its progress versus key performance indicators ("KPIs").
- Regular management review of key staff development.
- Regular analyses of operational risks at the subsidiary level.
- Regular analyses of Besi's capital structure, financing requirements, cash and short-term deposits, tax position and transfer pricing system.
- Internal compliance policy framework that is reviewed and updated annually.
- Compliance training program for new and existing employees.
- Network of external legal advisors in key jurisdictions who proactively inform us of legal developments in their respective regions.
- Quarterly formal review of all legal disputes.

Operational risks related to the hedging of financial exposures, internal financial reporting and transfer pricing are governed by internal Besi guidelines. In addition, insurance policies are in place to cover the typical business risks associated with Besi's operations and are reviewed each year. Besi's policies regarding foreign currency hedging, interest rate, credit, market and liquidity risks are further described in our [Financial Statements](#).

In addition, our use of global and diverse IT systems could expose Besi's IT security, data resources and intellectual property to a variety of security risks resulting from natural disasters, power outages, cyberattacks, acts of terrorism and malware and/or ransomware infiltration. In response, we have established an information-security program designed to prevent, detect and respond to security threats. Such measures and tools include, among others, vulnerability management tools, access control management, log management, advanced malware protection, perimeter network defense and endpoint detection and response tools. We have also implemented incident response procedures and a disaster recovery plan which are regularly reviewed and updated. On an annual basis, limited and focused cyber maturity assessments are performed by an external party. In recent years, we also have implemented annual mandatory cyber awareness training to significantly raise awareness among our employees of cybercrime risks.

Besi also evaluates non-financial risks which could affect both its strategy and business operations including emerging risks related to (i) climate change, (ii) social-related challenges such as human rights, health and safety and the recruitment of qualified technical personnel, and (iii) business conduct factors such as anti-corruption and bribery and corporate culture. Non-financial risks are governed by a set of internal and external guidelines and instructions. Short- and long-term risks are assessed through a Double Materiality Assessment under the CSRD, KPIs for Scope 1 & 2 and Scope 3 carbon emissions, customer and employee satisfaction metrics, supplier audits and continuous stakeholder dialogue. The Double Materiality Assessment measures Besi's impacts on people and the environment as well as the most financially material sustainability risks and opportunities affecting Besi's development, financial position, financial performance, cash flow generation, access to financial markets and/or cost of capital over the short-, medium- or long-term.

Besi has used an independent audit firm since 2018 to help identify and monitor the potential risks of fraud, bribery and corruption in its Asian supply chain, logistics and purchasing activities. In recent years, Besi has strengthened its global internal audit function, systems and procedures to address increased business activity and risk exposure at its operations in China, Malaysia, Singapore and Vietnam. In this regard, we conducted a fraud risk maturity assessment focusing on our supply chain with the independent audit firm in 2025.

Effectiveness of our internal control and risk management systems

Besi's internal control and risk management framework is designed to effectively manage our risks in line with our risk appetite. The overview below summarizes the Board of Management's assessment of the effectiveness of our internal control and risk management systems in addressing operational, financial and sustainability reporting and legal and compliance risks conducted during the financial year ended December 31, 2025.

Risk and control systems for**Assessment of effectiveness in 2025****Operational
risks**

The Board of Management's review of Besi's internal control and risk management systems with respect to our operational risks covers, among other things, inventory management, supplier reliability, product quality, IT systems, workforce stability, labor relations, international operations and responsible sourcing. Key risk management activities include monthly business reviews with product group and production site managers covering such topics as bookings, revenue, working capital, operating results and broader market and sustainability developments. Some risk management activities are conducted on a weekly basis including a management review of operations, cash flow, supply chain, bookings and inventory. Consistent with Besi's operational risk appetite, the Board of Management has assessed whether operational risks that could affect operating initiatives, efficiency targets or quality standards are effectively identified, monitored and managed.

**Financial and
sustainability
reporting risks**

The Board of Management has reviewed the effectiveness of Besi's control and internal risk management systems with respect to our financial and sustainability reporting risks. Key components include compliance with finance and controlling guidelines (including compliance with applicable reporting standards: IFRS as adopted by the EU and ESR5) governing our financial accounting and reporting procedures, adherence to internal controls over financial reporting across all significant operating companies, a Double Materiality Assessment in alignment with the CSRD and regular monthly, quarterly and annual reviews of financial reporting, sustainability performance, risks and progress against KPIs.

**Legal and
compliance risks**

The Board of Management has reviewed Besi's internal control and risk management systems for legal and compliance risks in light of Besi's commitment to its Code of Conduct, applicable laws and best practice standards. Key compliance areas include trade compliance (including export and import controls, sanctions and tariffs), health and safety regulations, laws related to Besi's listings on financial exchanges and emerging regulatory requirements such as the EU Cyber Resilience Act and NIS2 Directive. The Company's compliance framework includes annually updated compliance policies, mandatory employee training, a network of external legal advisors providing timely legal updates and quarterly reviews of legal disputes.

There were no indications that Besi's internal control and risk management systems did not function properly in 2025. Please refer to the section [Internal Control and Risk Management](#) in the Corporate Governance section for our Board of Management's discussion of the effectiveness of our internal control and risk management systems in accordance with provision 1.4.3 of the Dutch Corporate Governance Code.

Risk governance

The Board of Management is responsible for the management of internal and external risks associated with our business activities and compliance with applicable legislation and regulations. The Management Team is responsible for monitoring and reporting identified risks as well as leading the response across the organization related to any new risks which may arise.

All material findings that result from the use of Besi's internal control and risk management systems for financial and non-financial risks are discussed with the Audit Committee of the Supervisory Board on a quarterly or semi-annual basis, including:

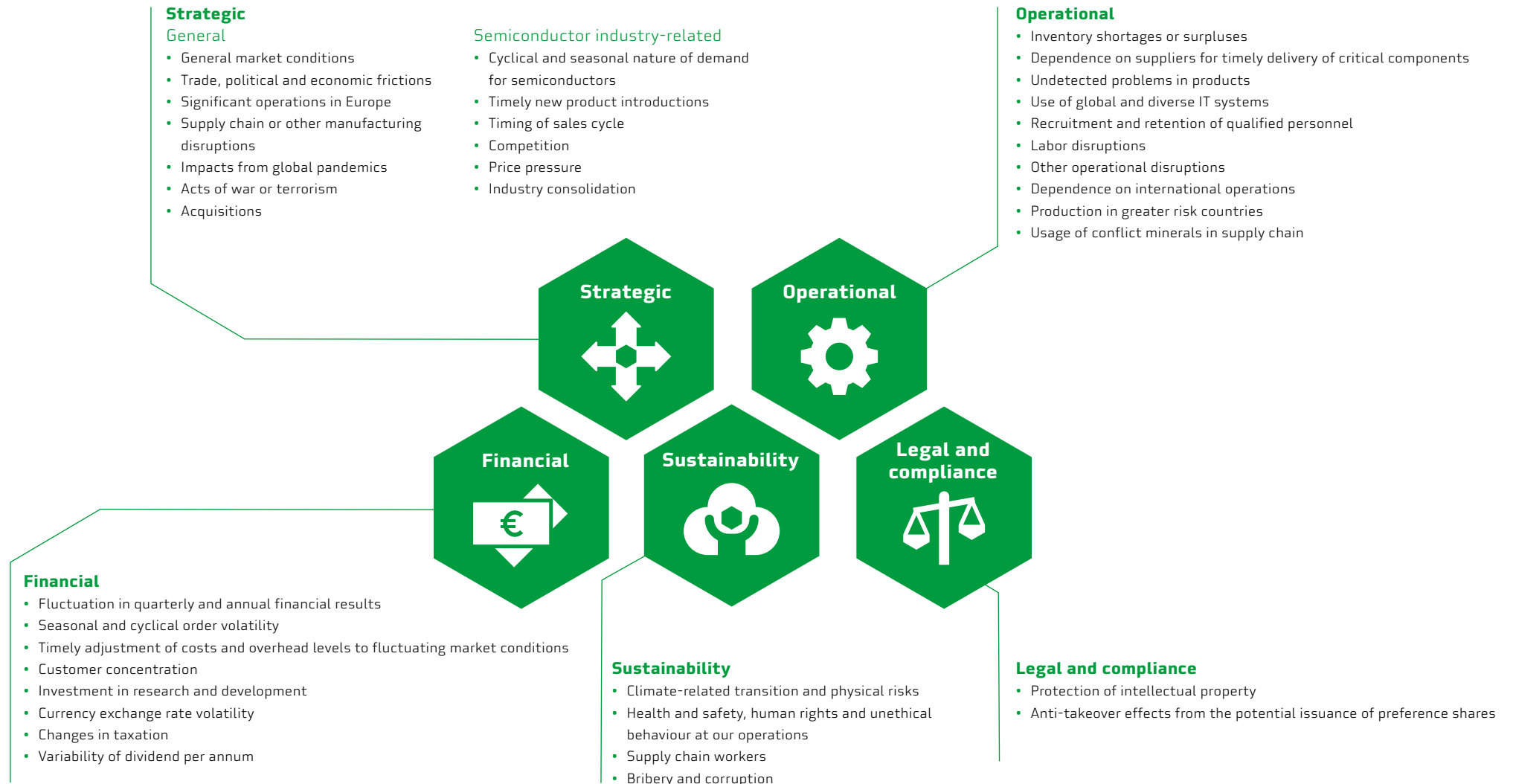
- Development of Besi's revenue, orders, results of operations and balance sheet versus budget as well as developments in the global economy and semiconductor assembly equipment market and their impact on Besi's financial results.

- Progress of ongoing strategic initiatives and cost reduction efforts.
- Status of key customer relationships.
- Analysis of orders lost to competitors and the development of Besi's competitors' businesses.
- Material developments in Besi's research and development activities.
- Impacts of actual or potential inflationary pressures, interest rate and risk premium adjustments and global macroeconomic conditions.
- Foreign currency exchange rate developments.
- Status of Besi's current corporate governance procedures.
- Status of systems, procedures and activities to monitor and evaluate risks from fraud, bribery or corruption in Besi's operations.
- Cyber security threats and risk remediation related thereto.
- Climate change exposures.
- Sustainability-related KPIs and progress versus targets and milestones.

In addition to internal controls over financial reporting, the operation of Besi's internal control system is also assessed by the external auditor if deemed relevant in the context of the audit of the annual Financial Statements. The results of this audit are discussed with the Board of Management and the Audit Committee of the Supervisory Board.

Risk universe

Besi's risk universe can be classified as follows:



Besi does not rank the individual risks identified by management in its risk universe. We believe that all risks described herein have significant relevance and that a ranking process would negate the purpose of a comprehensive risk assessment.

Risk appetite

Besi's risk appetite is primarily based on defined and agreed upon strategies and the individual objectives and initiatives within such strategies. Management believes that Besi's risk appetite is aligned with its strategy and priorities. The Board of Management monitors the operation of its internal control and risk management systems and carries out a systematic assessment of its design and effectiveness at which time it also assesses its risks, including residual risks, net of risk mitigation measures. The Board of Management discusses the effectiveness of the design and operation of Besi's internal control and risk management systems with the Audit Committee and provides input to the Supervisory Board as to the status of specific risk management initiatives.

Our risk appetite differs per risk type:

Risk category	Risk appetite
Strategic risks and risks related to the semiconductor industry 	Besi seeks to realize its strategic ambitions and priorities and is willing to accept reasonable business risks to achieve such objectives.
Operational risks 	Besi has a variety of operating initiatives and challenges in its strategic planning that require an appropriate level of management attention. We seek to mitigate risks that could negatively affect our realization of operating initiatives and efficiency targets while ensuring that our quality standards are achieved in the process.
Financial risks 	Besi's financial strategy is focused on generating increased revenue, profit and cash flow from its business model, maintaining a strong financial position and creating long-term value for shareholders. We seek to mitigate risks which could negatively influence our results of operations, financial condition and access to capital markets while maintaining optimal operating and financing flexibility and an attractive capital allocation policy for the benefit of stakeholders.
Sustainability risks 	We strive to create long-term value for our stakeholders and operate our business in a sustainable way, respecting the environment, our own employees and wider society. We seek to mitigate sustainability risks that could negatively impact Besi's revenue, cost and availability of resources, and the cost associated with sustainability initiatives.
Legal and compliance risks 	Besi strives to be fully compliant with its Code of Conduct and all applicable national and international laws and regulations in the markets and jurisdictions in which it operates. In addition, we use our best efforts to comply with best practice standards in the jurisdictions in which Besi operates.

Risk factors

We confront many risks in conducting our business that may limit our ability to realize Besi's business objectives. We assess our risk exposure by referencing the five risk categories comprising Besi's risk universe. Any of the specific risks which form a part of such categories have the potential to materially adversely affect our business, financial condition, results of operations and reputation. In addition, there may exist some risks currently which are not yet known to us or risks deemed immaterial at present which could become material in the future. Many of the risks described below may be exacerbated by impacts from geo-political tensions such as the prolonged Ukraine/Russia conflict, Middle East tensions, trade friction between the US and China, increased weather events caused by climate change and any worsening of global business and economic conditions.



Strategic risks

Besi's business and results of operations may be negatively affected by general economic and financial market conditions and volatile spending patterns by its customers.

Although the semiconductor industry's business cycle can be independent of the general economy, global economic conditions often have a direct impact on demand for semiconductor devices and ultimately demand for semiconductor manufacturing equipment. Accordingly, Besi's business and financial performance are affected, both positively and negatively, by fluctuations in the macroeconomic environment, including from government, economic or fiscal instability, economic recession, actual or potential inflation, rising interest rates, slower growth in certain geographic regions, global trade issues, global health crises and pandemics, restricted global credit conditions, reduced demand, excess inventory, higher energy prices, or other conditions. As a result, the Company's visibility as to future demand for its products is generally limited and its ability to forecast future demand is difficult.

Besi believes that historic volatility in capital spending by customers is likely to persist in the future. In addition, future economic downturns and/or geopolitical events could adversely affect Besi's customers and suppliers which would in turn have an impact on Besi's business and financial condition.

Trade, political and economic frictions could adversely affect Besi's revenue and results of operations.

The semiconductor industry is a global marketplace, relying on complex supply chains. Any changes in trade policies including tariffs, import and export controls and the adoption of other trade barriers by the world's largest economies could affect Besi's sales or its customers' sales and thereby adversely affect its operating results.

Due to the complex relationships among the European Union, China, Japan, Korea, Taiwan and the United States, there is inherent risk that political and diplomatic influences might lead to trade disruptions. In particular, heightened trade tensions, retaliatory tariffs and intellectual property transfer restrictions between the United States and China in recent years have increased and could potentially limit or restrict the sale of Besi's semiconductor assembly equipment. In addition, increased global tensions have also occurred due to China's challenges to Taiwan's independent governance status as well as Taiwan's increasing importance to the global supply chain of advanced semiconductor devices. A significant trade disruption in any area where Besi does business could have a material adverse impact on our future revenue and profitability.

Tariffs, additional taxes or trade barriers may increase our manufacturing costs, decrease margins, reduce the competitiveness of our products or inhibit Besi's ability to sell products or purchase necessary equipment and supplies, all of which could have a material adverse effect on our business, results of operations and financial condition. Further changes in trade policy, tariffs, additional taxes, restrictions on exports or other trade barriers, or restrictions on supplies, equipment, and raw materials, may limit our ability to produce products, increase our selling and/or manufacturing costs, reduce the competitiveness of our products, or inhibit our ability to sell products or purchase necessary equipment and supplies, all of which could have a material adverse effect on our business, results of operations or financial condition.

In addition, there are risks that governments may, among other things, insist on the use of local suppliers, compel companies to partner with local companies to design and supply equipment on a local basis, require the transfer of intellectual property rights and/or local manufacturing or provide special incentives to government backed local customers to buy from local competitors even if their products are inferior to ours, all of which could adversely impact our revenue, margins and financial condition. Many of these challenges are particularly applicable in China. Further, the political and economic climate in China at both the national and regional levels can be fluid and unpredictable. China has implemented state-sponsored initiatives to build domestic semiconductor capacity and supply chains. Countries in North America and the European Union have adopted legislation to provide government funding for semiconductor manufacturing expansions in their respective regions, but there is uncertainty as to the amounts and timing of funding and as to any restrictions on recipients. As such, Besi may be at a disadvantage in competing with entities participating in such government efforts based on their lower cost of capital, access to government subsidies and decision making, preferential sourcing practices and stronger local relationships or otherwise. Any such disadvantages or challenges could have a material adverse effect on our business, results of operations and financial condition.

In 2025, geopolitical tensions and trade policy developments intensified which have further complicated the global trade environment in which Besi operates. For example, the U.S. administration announced a “baseline” reciprocal tariff of 10% on all U.S. trading partners effective April 5, 2025, alongside higher individualized reciprocal tariffs targeting 57 countries. In response, several countries threatened retaliatory tariffs and took reciprocal measures. The ultimate rate, scope and effect of the recent reciprocal tariffs on imports as well as the extent to which other countries will impose quotas, duties, tariffs, taxes or other similar restrictions on imports or exports in the future, remain uncertain.

These developments create uncertainty and potential risks for Besi and the broader semiconductor equipment industry, potentially resulting in supply chain cost increases and other adverse industry-wide economic effects. Trade restrictions and tariff conflicts may also trigger broader macroeconomic downturns, which in turn could reduce semiconductor demand and ultimately the demand for Besi’s semiconductor manufacturing equipment.

Besi’s business includes significant operations in Europe. Disruptions to European economies could have a material adverse effect on Besi’s operations, financial performance and access to credit.

Given the scale of its European operations and scope of its relationships with customers and counterparties, Besi’s results of operations and financial condition could be materially adversely affected by persistent disruptions in European financial and commodity markets, the attempt of a country to abandon the euro, the impact of a prolonged Ukraine/Russia conflict or Middle East tensions, the failure of a significant European financial institution, even if not an immediate counterparty to Besi, persistent weakness in the value of the euro (our reporting currency) and the potential adverse impact on global economic growth and capital markets if eurozone issues spread to other parts of the world as a result of the default of a eurozone sovereign or corporate issuer.

Besi outsources a significant portion of its manufacturing to subcontractors and relies on their reliability and timely delivery of components, subsystems and modules in its production operations. Supply chain disruptions or other manufacturing interruptions or delays could affect Besi’s ability to meet customer demand on a timely basis or lead to higher costs.

Besi’s production model involves the outsourcing of a significant portion of the components, subsystems and modules used in its systems to third party suppliers. Besi depends on the timely supply of equipment, services and related products to meet the changing technical and volume requirements of its customers, which in turn depends in part on the timely delivery of parts, materials and services, including components and subassemblies, from suppliers and contract manufacturers. Significant and sudden increases in demand for Besi’s products as well as worldwide demand for electronic

products, have resulted in, and may continue to result in, a shortage of parts, materials and services needed to manufacture Besi’s products. Such shortages, as well as delays in and the unpredictability of shipments due to transportation interruptions, have adversely impacted, and may continue to adversely impact, our suppliers’ ability to meet our demand requirements. Some key parts, components and subassemblies are subject to long lead times or are available only from a single supplier or limited group of suppliers, and some sourcing or subassembly is provided by suppliers located in countries other than the countries where Besi conducts its manufacturing. Volatility of demand for manufacturing equipment can increase capital, technical, operational and other risks for Besi and for companies throughout its supply chain and may cause some suppliers to exit businesses, or scale back or cease operations, which could also impact our ability to meet customer demand.

Besi may also experience significant interruptions to its manufacturing operations, delays in its ability to deliver or install products or services, increased costs or customer order cancellations as a result of:

- Volatility in the availability and cost of parts, materials or services, including rising prices due to inflation.
- Difficulties or delays in obtaining required import or export approvals.
- Shipment delays due to transportation interruptions or capacity constraints.
- Worldwide shortage of semiconductor components as a result of sharp increases in demand for semiconductor products in general.
- IT or infrastructure failures including those of a third-party supplier or service provider.

Difficulties in meeting, or failure to meet, customer demand for the reasons above could have a material adverse effect on Besi’s business, results of operations and financial condition.

Besi faces risks related to global pandemics that could significantly disrupt or materially adversely affect its business and financial performance.

Global pandemics (including but not limited to COVID-19) have had and may have in the future a significant adverse impact on global supply chains and commercial activity. Pandemics also have had and may have in the future a sustained adverse impact on economic and market conditions and limited global economic growth for a prolonged period of time, all of which has adversely affected and may affect in the future spending on semiconductor manufacturing equipment, semiconductor supply chains and cycle times, demand for Besi’s product offerings and Besi’s business and operating results.

Besi’s revenue may be negatively affected in future periods by its ability to source components and make timely customer deliveries and complete orders. Furthermore, some of Besi’s customers could also experience significant adverse effects from supply

chain shortages as a result of a pandemic which could adversely affect the timing of orders placed with Besi and/or accepted by them. In addition, any future pandemic could adversely impact semiconductor and global supply chains and result in labor shortages, inflationary pressures and increased transportation/logistics costs. As a result, the financial projections Besi uses as the basis for estimates and assumptions in its Financial Statements could be adversely affected by any further volatility in these uncertainties.

Acts of war or terrorism could adversely affect Besi's business and results of operations.

Threats or acts of war or terrorism may adversely affect our business. Terrorist attacks in Europe and other regions globally as well as continuing geo-political tensions in the Middle East, Ukraine and elsewhere have created significant instability and uncertainty in the world. In addition, terrorist attacks, including cyberterrorism, that directly impact Besi's employees and facilities or those of Besi's suppliers or customers could have an adverse impact on its sales, supply chain, production capabilities and costs. Any such event could have a material adverse effect on our business and our results of operations.

Besi may acquire or make investments in companies or technologies that could disrupt its ongoing business, distract its management and employees, increase its expenses and adversely affect its results of operations.

As part of its growth strategy, Besi may acquire or make investments in companies and technologies from time to time. Any such acquisitions could lead to failure in achieving Besi's financial or strategic objectives or its ability to perform as Besi plans or disrupt its ongoing business and adversely impact its results of operations. Any acquisition could pose further risks related to the integration of the new business or technology with Besi's existing business and organization and Besi may not realize expected benefits from such acquisition or investment. Besi could face difficulties in integrating personnel and operations from the acquired businesses or technology and in retaining and motivating key personnel from such businesses. In addition, these acquisitions may disrupt Besi's ongoing operations, divert management resources and attention from day-to-day activities, increase its expenses and adversely affect its results of operations. In addition, these transactions often result in charges to earnings for items such as business unit restructuring including charges for personnel and facility terminations and the amortization of intangible assets or in-process research and development expenses.

Other risks associated with acquisitions include the assumption of potential liabilities, disclosed or undisclosed, associated with the business acquired, which liabilities may exceed the amount of indemnification available from the seller, potential inaccuracies in the Financial Statements of the business acquired, and Besi's inability to retain customers and revenue of an acquired entity and industrialize an acquired process or technology. Any future acquisitions or investments in companies or technologies could involve other risks including the assumption of additional liabilities, dilutive issuances of equity securities, the utilization of cash and the incurrence of debt.

Semiconductor industry-related risks

Besi's revenue and results of operations depend in significant part on demand for semiconductors which is highly cyclical and has increasingly become more seasonal in nature.

Capital expenditures for semiconductor manufacturing equipment depend on the current and anticipated market demand for semiconductors and products using semiconductors. The semiconductor industry is highly cyclical and volatile and is characterized by periods of rapid growth followed by industry-wide retrenchment. These periodic downturns have included, among other things, diminished product demand, production overcapacity, oversupply and reduced prices, all of which have been regularly associated with substantial reductions in capital expenditures for semiconductor facilities and equipment and a reduction of Besi's revenue.

Over the past decade, Besi has experienced significant upward and downward movements in quarterly order rates due to global macroeconomic concerns, the timing of industry capacity additions and seasonality associated with end-user application revenue which materially affected and, in certain instances, materially adversely affected its revenue, results of operations and orders. Customer order patterns have become more seasonal due to the growing influence of more retail-oriented electronics applications in the overall demand for semiconductor devices such as smartphones, tablets, wearables, infotainment, gaming and automotive electronics and the timing of new product introductions. Historical annual order patterns have been characterized by a strong ramp in the first half of the year to build capacity to meet anticipated year end demand followed by a subsequent decline in the second half of the year as capacity additions are digested by customers.

Besi is, and will continue to be, dependent on the demand by electronics and semiconductor manufacturers for its systems and services. Due to the lead times associated with the production of semiconductor equipment, a rise or fall in the level of sales of semiconductor equipment typically lags any downturn or recovery in the semiconductor market by approximately three to six months. If Besi is not able to take appropriate actions, such as reducing its overhead levels sufficiently and on a timely basis to offset order weakness, this cyclicity could adversely affect Besi's revenue, results of operations and orders. Industry downturns can be severe and protracted and may adversely affect Besi's revenue, results of operations and orders.

Besi must introduce new products in a timely fashion and its success is dependent upon the market acceptance of such products.

The semiconductor equipment industry is subject to rapid technological change and new product introductions and enhancements. The success of Besi's business strategy and results of operations are largely based upon accurate anticipation of customer and market requirements. Besi's ability to implement its overall strategy and remain competitive depends in part upon its ability to develop new and enhanced products and introduce them

at competitive price levels in order to gain market acceptance. Besi must also accurately forecast commercial and technical trends in the semiconductor industry so that its products provide the functions required by its customers and are configured appropriately for use in their facilities. Besi may not be able to respond effectively to technological changes or to specific product announcements by competitors. As a result, the introduction of new products embodying new technologies or the emergence of new or enhanced industry standards could render Besi's existing products uncompetitive from a pricing standpoint, obsolete or unmarketable. Moreover, the ability to successfully introduce new products could be impacted by factors beyond Besi's control including the availability of critical third-party components and the performance of subcontractors in alignment with Besi's expectations.

In addition, Besi is required to invest significant financial resources in the development of new products or upgrades to existing products and sales and marketing efforts before such products are made commercially available and before Besi is able to determine whether they will be accepted by the market. Revenue from such products will not be recognized until long after Besi has incurred the development costs associated with designing, creating and selling such products. In addition, a customer may cancel or modify a product order before or during Besi's manufacturing process and before Besi receives revenue from the customer. While Besi typically imposes a fee when its customers cancel an order, that fee may not be sufficient to offset costs incurred to design and manufacture such product. In addition, the customer may refuse to pay the cancellation fee. It is difficult to predict with any certainty the frequency with which customers will cancel or modify their orders or the effect that any cancellation or modification would have on Besi's results of operations.

Because of the lengthy and unpredictable sales cycle for its products, Besi may not succeed in closing transactions on a timely basis, if at all, which could adversely affect its revenue and operating results.

The sales cycles for Besi's systems are often lengthy and unpredictable due to the technological sophistication of its products and premium prices related thereto. Factors affecting the sales cycle include:

- General economic conditions.
- Customers' capital spending plans, capacity utilization rates, technology roadmaps and budgetary constraints.
- Timing related to the adoption, testing, qualification and introduction of new devices and process technologies and related equipment.
- The timing of customers' budget cycles.
- Customers' internal approval processes.

Lengthy sales cycles may cause Besi's revenue and results of operations to vary from period to period and it may be difficult to predict the timing and amount of any variations.

Besi may not succeed in closing such large transactions on a timely basis or at all, which could cause significant variability in its revenue and results of operations for any particular period.

Besi may fail to compete effectively in the markets in which it operates.

Besi faces substantial competition on a worldwide basis from established companies based in Japan, Korea, Singapore, China, various other Asia Pacific countries and North America, which may have greater financial, engineering, manufacturing and marketing resources than Besi, including the possibility of receiving direct or indirect government subsidies, economic stimulus funds or other incentives that may be unavailable to us. The governments of the United States, China, the European Union, various other European countries, South Korea, Taiwan and Japan provide various incentive programs to promote the development of their domestic semiconductor industries.

Additionally, any financial incentives that Besi receives may be subject to conditions imposed by the grantors such as restrictions on the expansion of facilities in foreign countries of concern and on joint research and technology licensing efforts with foreign entities of concern related to any technology or product that raises national security concerns. The grantors could seek to recover any funds provided to Besi, or cancel, reduce, or deny our requested subsidies or grants in the future. This could materially increase Besi's costs or otherwise adversely affect our operations.

Besi also believes that once a semiconductor manufacturer has decided to buy semiconductor assembly equipment from a particular vendor, the manufacturer often continues to use that vendor's equipment in the future. Accordingly, it is often difficult to achieve significant sales to a particular customer once another vendor's products have been installed. Furthermore, some companies have historically developed, manufactured and installed assembly equipment internally, and it may be difficult for Besi to sell its products to these companies or, in attempting to make sales to such companies, risk exposing our proprietary technology to a potential competitor.

Besi's ability to compete successfully in the markets in which it operates depends on a number of factors both within and outside its control including:

- Price, product quality and system performance to customer specifications.
- Ease of use and reliability of its products.
- Manufacturing lead times including the lead times of Besi's subcontractors.
- Cost of ownership.
- Success in developing or otherwise introducing new products.
- Market and economic conditions.
- Local market presence, particularly in Asian markets, and the quality of Besi's after-market sales and service support in each region in which it operates.
- Ability to attract and retain qualified personnel, particularly in Asia.

Moreover, Besi's competitors may, from time to time, also decide to undertake aggressive pricing initiatives with respect to one or several product lines. Our competitors also may improve their current products' performance and introduce new products with improved price and performance characteristics. New product introductions by existing competitors or by new market entrants could negatively impact our sales. These competitive activities may decrease our customer base, pricing, or both. If Besi is unable to compete effectively with such competitors on technology, manufacturing capacity, product quality, supply chain diversification and resilience and customer satisfaction, Besi's business and results of operations could be adversely affected.

Besi may experience increased price pressure on its product sales.

One of the results of the rapid innovation in the semiconductor industry is that pricing pressure, especially on products containing older technology, can be intense. Product life cycles are relatively short, and as a result, products tend to be replaced by more technologically advanced substitutes on a regular basis. In turn, historically, demand for older technology falls, causing the price at which such products can be sold to drop, in some cases precipitously. If this trend continues, in order to continue profitably supplying such products, we must reduce our production costs in line with the lower revenue we can expect to generate per unit.

Besi's ability to maintain pricing levels for its systems depends, in part, on its ability to continually develop and introduce new products and next generations of its principal products on a timely basis. If Besi cannot advance its process technologies or improve its efficiencies to a degree sufficient to maintain required margins, Besi will no longer be able to make sufficient profit, or profit at all, from the sale of these products. Moreover, Besi may not be able to cease production of such products, either due to contractual obligations or for customer relationship reasons, and as a result may be required to bear a loss on such products. Besi cannot guarantee that competition in its core product markets will not lead to price erosion, lower revenue or lower margins in the future. The failure of new product development and/or cost reduction efforts could limit Besi's ability to offset future pricing pressure, and, as such, could materially adversely affect its financial condition and operating results.

Recent consolidation activity and industry alliances in the semiconductor industry have further increased customer concentration and the risk of loss.

There has been significant industry consolidation within the semiconductor industry over the past two decades resulting in fewer potential customers for its products and services. Continued industry consolidation could result in the potential loss of business from existing customers that are a party to a merger if the combined entity decides to purchase all of its equipment from one of Besi's competitors or if further consolidation leads to greater vertical integration. Further industry consolidation could also result in additional

negative consequences to Besi including increased pricing pressure, increased customer demands for enhanced or new products, greater sales and promotional costs and the potential for increased oversight from regulatory agencies. Any of the foregoing events would have an adverse impact on Besi's business, results of operations and financial condition.

Some of Besi's customers and potential customers are entering into alliances or other forms of cooperation with one another to expedite the development of processes and other manufacturing technologies. One of the results of this cooperation may be the definition of a system or particular tool set for a certain function or a series of process steps that uses a specific set of manufacturing equipment. These decisions could work to Besi's disadvantage if a competitor's equipment becomes the standard equipment for such function or process. Even if Besi's equipment was previously used by a customer, that equipment may be displaced in current and future applications by the equipment standardized through such cooperation. These forms of cooperation may have a material adverse effect on Besi's business, financial condition and results of operations.

In addition, various industries have experienced consolidation and other ownership changes or the emergence of dominant firms and supply chains within those industries, including the mobile smartphone, computing and automotive industries. Any future changes in market structure to industries in which we sell our equipment could decrease the number of potential customers for our product offerings and/or risk an increase in competition for our clients' equipment purchases. Moreover, our competitors may respond to such changes in market conditions by lowering prices and attempting to lure away Besi's customers.



Operational risks

Difficulties in forecasting demand for Besi's products may lead to periodic inventory shortages or surpluses.

Besi typically operates its business with limited visibility of future demand. As a result, it sometimes experiences inventory shortages or surpluses. Besi generally orders supplies and otherwise plans production based on internal forecasts for demand. During the COVID-19 pandemic, we held larger quantities of critical components and parts in inventory to help ensure timely deliveries to customers. Besi has in the past failed, and may fail again in the future, to accurately forecast demand for its products. This has led to, and may in the future lead to, delays in product shipments or, alternatively, an increased risk of inventory obsolescence. If it fails to accurately forecast demand for its products, Besi's business, results of operations and financial condition could be materially adversely affected.

Besi depends on its suppliers for critical raw materials, components and subassemblies on a timely basis. If suppliers do not deliver their products on a timely basis, particularly during a large order ramp, our revenue, customer relationships and market share could be materially adversely affected.

Besi's assembly equipment, particularly its advanced packaging systems, is highly complex and requires raw materials, components, modules and subassemblies having a high degree of reliability, accuracy and performance. Besi relies on subcontractors to manufacture most of these components and subassemblies (and, in certain instances, on sole suppliers for such items) on a timely basis as our order ramps can be steep and cycle times relatively short.

As a result, Besi is exposed to a number of significant risks including:

- Increased outsourcing of Besi's manufacturing process including modules and subassemblies produced by subcontractors.
- Shortages caused by disruptions at our suppliers and subcontractors for a variety of reasons including work stoppage or fire, earthquake, flooding or other natural disasters.
- Shortages caused by trade barriers and political or economic turmoil, including military conflicts and inflation, occurring within the country of origin of such raw materials.
- Changes in our manufacturing processes in response to changes in the market, which may delay our shipments.
- Potential for inadvertent use of defective, contaminated or conflict mineral raw materials.
- Relatively small operations and limited manufacturing resources of some of our suppliers which may limit their ability to manufacture and sell subassemblies, modules, components or parts in the volumes Besi requires and at acceptable quality levels, prices and delivery timetables.
- Potential inability of suppliers to meet customer demand requirements during volatile cycles.
- Potential inability of any sole source suppliers to source the raw materials necessary to provide Besi the components, subassemblies or modules necessary for our operations.
- Reliability or quality issues with certain key components, modules and subassemblies provided by single source suppliers as to which Besi may not have any short-term alternative.
- Delays in the delivery of raw materials, modules or subassemblies, which, in turn, may delay shipments to our customers.
- Loss of suppliers as a result of industry consolidation, bankruptcy or insolvency.
- Potential copying or theft of proprietary designs for unauthorized use or sale to third parties including competitors.

If Besi were unable to deliver products to its customers on time and at expected costs for these or any other reasons, or it were unable to meet customer expectations as to cycle time, or it were unable to maintain acceptable product quality or reliability, then its

business relationships, market share, financial condition and operating results could be materially adversely affected.

Undetected problems in Besi's products could directly impair its financial results.

Besi makes highly complex products and, accordingly, there is a risk that defects may occur in any of our system. Such defects can give rise to significant costs, including expenses related to recalling products, replacing defective items, writing down defective inventory and loss of potential sales. In addition, the occurrence of such defects may give rise to product liability and warranty claims, including liability for damages caused by such defects. If flaws in the design, production, assembly or testing of its products (by Besi or its suppliers) were to occur, we could experience a rate of failure in our products that could result in substantial repair, replacement or service costs and potential damage to Besi's reputation. Moreover, since the cost of replacing defective semiconductor devices is often much higher than the value of the devices themselves, we could face damage claims from customers in excess of the amounts they pay us for our products, including consequential damages.

The costs of product defects and errata (deviations from product specifications) due to, for example, problems in Besi's design and manufacturing processes could include:

- Incurring warranty expenses.
- Writing off the value of inventory.
- Disposing of products that cannot be fixed.
- Retrofitting products that have been shipped.
- Providing product replacements or modifications.
- Defending against litigation.

Besi also faces exposure to potential liability resulting from the fact that its customers typically integrate the semiconductors assembled by its systems into numerous consumer products which are then sold into the marketplace. Besi is exposed to product liability claims if semiconductors assembled using its systems or the consumer products based on them malfunction and result in personal injury or death. Besi may be named in product liability claims even if there is no evidence that our products caused the damage in question and such claims could result in significant costs and expenses relating to attorneys' fees and damages. In addition, our customers may recall their products if they prove to be defective or make compensatory payments in accordance with industry or business practice or in order to maintain good customer relationships. If such a recall or payment is caused by a defect involving one of our systems, our customers may seek to recover all or a portion of their losses from us. Costs or payments we may make in connection with warranty and other claims or product recalls may adversely affect our results of operations and financial condition. There can be no assurance that we will be successful in maintaining our relationships with customers with whom we have incurred quality problems. Furthermore, if litigation occurs, we could incur significant costs and

liabilities to defend ourselves against such claims. There can also be no assurance that our insurance policies will be available or adequate to protect us against such claims.

Besi's reputation is also susceptible to damage from events such as significant disputes with customers, alleged product defects, internal control deficiencies, delivery failures, or actions of current or former customers, directors, employees, competitors, vendors or partners. If our brand image is tarnished by negative perceptions, our ability to attract and retain customers, talent and ecosystem partners could be impacted which in turn may negatively impact our business as a whole.

Continued improvements in manufacturing capabilities, controls of material and manufacturing quality and costs and product testing are critical factors to Besi's future growth. There can be no assurance that our efforts to monitor, develop, modify and implement appropriate tests and manufacturing processes for Besi's products will be sufficient to permit us to avoid a rate of product failure that results in substantial delays in shipments, repair, replacement or service costs and/or potential damage to our reputation, any of which could have a material adverse effect on Besi's business, results of operations and financial condition.

Besi's use of global and diverse IT systems could result in ineffective or inefficient business management and could expose it to security threats to its data resources and intellectual property.

Besi currently utilizes a variety of IT systems to run its global operations. At present, Besi's operations rely on a range of different software systems to manage sales, administrative and production functions. Some of these systems are proprietary and others are purchased from third party vendors. In addition, some of these systems are maintained on-site by Besi personnel while others are maintained off-site by third parties.

We maintain and rely extensively on IT systems and network infrastructure for the effective operation of our business and protection of technological resources. We also hold large amounts of data in datacenter facilities around the world upon which our business depends. We could experience a disruption or failure of our systems, or of the third-party hosting facilities or other services that we use. Such disruptions, failures or threats could include a major earthquake, flood, fire, cyber attack, act of terrorism, ransomware or other catastrophic event as well as power outages or telecommunications infrastructure outages or a decision by one of our third-party service providers to close facilities that we use without adequate notice or other unanticipated problems with the third-party services that we use, including a failure to meet service standards. Further, as AI continues to evolve, cyber attackers could also use AI to develop malicious codes and sophisticated phishing attempts. As a highly automated business with a significant amount of our customers, suppliers and employees working remotely, any such disruptions or failures

could (i) result in the destruction or disruption of our critical business operations, controls or procedures or IT systems, (ii) result in the loss or divulgence of trade secrets and other sensitive information such as proprietary information of Besi's customers and other stakeholders and the personal information of our employees, (iii) severely affect our ability to conduct normal business operations including delaying completion of sales and provision of services, (iv) result in a material weakness in our internal control over financial reporting, (v) harm our reputation and (vi) adversely affect our ability to attract and retain customers, any of which could materially adversely affect our future operating results.

Besi believes that there has been a global increase in IT security threats and higher levels of professionalism in computer crime which pose a greater risk to the confidentiality, availability, distribution and integrity of our internal data and information. Besi relies on commercially available systems, software, tools and monitoring to provide security for the processing, transmission and storage of confidential information. A disruption, infiltration or failure of our IT systems or any of our datacenters could occur as a result of technological error, computer viruses, or third-party action including intentional misconduct by computer hackers, physical break-ins, the actions of state actors, industrial espionage, ransomware efforts, fraudulent inducement of employees or customers to disclose sensitive information such as usernames or passwords, and employee or customer error or malfeasance.

A security breach of our IT systems could result in unauthorized access to or disclosure, modification, misuse, loss, or destruction of our or our customers' data (including proprietary design information, intellectual property or trade secrets). Because there are many different security breach techniques and such techniques continue to evolve, we may be unable to anticipate attempted security breaches and implement adequate preventative measures. Any security breach or successful denial of service attack could result in a loss of customer confidence in the security of our products and damage to our brand, reduce the demand for our offerings, disrupt our normal business operations, compromise our competitive technological position, require us to spend material resources to investigate or correct the breach, expose us to legal liabilities including litigation, regulatory enforcement and indemnity obligations and materially adversely affect our operating results.

In addition, Besi and its affiliates worldwide employ certain third-party service providers with whom we need to share highly sensitive and confidential information to enable them to provide the relevant services to us. While Besi requires such third-party service providers to strictly fulfill the confidentiality and/or internet security requirements in its service agreements with them, there is no assurance that each of them will comply with such obligations. Moreover, such third-party service providers may also be susceptible to cyberattacks. If Besi or its service providers are not able to timely resolve the respective technical difficulties caused by such cyberattacks, or ensure the integrity and availability of its data (and data belonging to its customers and other third parties) or maintain control

of Besi's or its service providers' computing systems, Besi's commitments to its customers and other stakeholders may be materially impaired and its results of operations, financial condition, prospects and reputation may also be materially adversely affected.

Our business may be harmed if we fail to attract and retain qualified personnel.

Besi's success depends on the continued contribution of its senior executive officers and key employees including specialists with advanced qualifications in engineering, electronics, software and computing. In addition, we need to attract and retain other qualified management, technical, sales and support personnel for our operations, particularly to help expand our Asian production and technical capabilities. Experienced personnel with the relevant and necessary skill sets in our industry are in high demand and competition for their talents is intense, especially in Asia. The loss of personnel, talent shortages, illegal talent poaching, immigration controls or changes in market demand for Besi's products and services could hinder its ability to fulfill personnel needs with high-quality professionals in a timely fashion.

Besi's business and future operating results also depend on the continuous monitoring and adjustment of our Asian production capacity given the cyclical nature of our business and increased seasonal influences on order rates. We believe that our ability to increase manufacturing capacity has from time to time been constrained by the limited availability of skilled technical and production personnel available. Competition for such personnel is intense and may be amplified by evolving and periodic restrictions on immigration, travel or availability of visas for skilled technology workers. Additionally, rising labor costs in the various countries in which Besi operates could adversely affect its business, financial condition and results of operations.

We may face labor disruptions that could interfere with our operations and may be unable to efficiently reorganize our workforce in the event of a market downturn.

Besi employed a total staff of 1,928 fixed personnel as of December 31, 2025, of whom approximately 68% were based in Asia and 32% were based in Europe and North America. Some of Besi's employees in Europe are organized through Works Councils. While Besi believes that it has good relations with Works Councils and employees generally, there can be no assurance that its relations will not deteriorate and that it will not experience labor disputes in the future. There can be no assurance that Besi's employees will not make claims or that it will not have work stoppages in the future, which if they occur, would have a material adverse effect on Besi's business, financial condition or results of operations. Besi cannot guarantee that its employees will not go on strike in the future. Any work stoppages resulting from employee strikes or slowdowns could hinder Besi's operations and production.

Furthermore, in the event of a market downturn, or other events leading to a decrease in Besi's business volume, we may have to downsize our industrial activities, including staff

reductions and/or the discontinuation of some operations. Flexibility in human resource management is, however, significantly affected by labor laws and regulations and by the terms of the agreements between Besi, Works Councils and government authorities. Labor law practices provide significant protections for worker rights in various countries where Besi operates. If there is a market decline or a reduction in business and Besi is unable to reorganize its workforce consistent with market realities or otherwise to adjust its production capacity, or is required to incur significant costs in connection therewith, Besi's business, financial condition and results of operations could be materially adversely affected.

Any significant disruption to Besi's operations could reduce the attractiveness of our products and result in a loss of customers.

The timely delivery and satisfactory performance of Besi's products are critical to our operations, reputation and ability to attract new customers and to retain existing customers. Besi's administrative, development and systems manufacturing are located all over the world including locations in the Netherlands, Malaysia, Singapore, Austria, China, Vietnam and Switzerland. Some of Besi's facilities are in locations that have experienced severe weather conditions, fire, natural disasters, flooding, political unrest and/or terrorist incidents. For example, the operations of Besi's die bonding facility located near Kuala Lumpur, Malaysia were disrupted by a severe flood in the fourth quarter of 2021 which caused us to defer some shipments by four to eight weeks and to incur € 7.4 million of costs to repair systems affected by the flood.

If the operations at any of our facilities in the future were damaged or destroyed as a result of any of the foregoing, or as a result of other factors, Besi could experience interruptions in its service, delays in product deliveries and would likely incur additional costs to arrange new production facilities which may not be available on timely or commercially reasonable terms, or at all. Any interruptions to Besi's operations or delays in delivering its products could harm our customer relationships and brand reputation, divert employees' attention, decrease revenue, increase our liability exposure and could potentially cause order cancellations, any of which could adversely affect Besi's business, financial condition and results of operations. It is unclear whether Besi's insurance policies would adequately compensate for any losses incurred as the result of a production or service disruption or delay.

Besi is largely dependent upon its international operations.

Besi has manufacturing and/or sales and service facilities and personnel in the Netherlands, Austria, Malaysia, Korea, Hong Kong, Singapore, China, the Philippines, Taiwan, Thailand, Switzerland, Vietnam and the US. Its products are marketed, sold and serviced worldwide. In addition, approximately 76% of its sales in 2025 were to customers in Asia and 68% of its fixed employees at year end 2025 were located in facilities in Asia.

Besi's operations are subject to risks inherent in international business activities including, in particular:

- General economic, banking and political conditions in each country.
- Unpredictable legal systems in developing countries, including unexpected changes in regulatory requirements, compliance with a variety of foreign laws and regulations including restrictions on immigration, travel, or the availability of visas.
- The overlap of different tax structures with potentially conflicting interpretations of tax regulations.
- Management of an organization spread over various countries.
- Currency fluctuations which could result in reduced revenue, increased operating expenses and foreign currency controls.
- Greater difficulty in accounts receivable collection and longer collection periods.
- Difficulty in enforcing or adequately protecting Besi's intellectual property in foreign jurisdictions.
- Tariffs, import and export licensing requirements, trade restrictions, restrictions on foreign investments and changes in freight rates.
- Political unrest and terrorist activities in the countries in which it operates.
- Corruption, bribery and human rights violations.
- Varying impacts per region from climate change events.

In addition, each region in the global semiconductor equipment market exhibits unique characteristics that can cause capital equipment investment patterns to vary significantly from period to period.

Much of Besi's production is conducted in markets which may subject us to greater risks related to political, legal and economic risk.

In recent years, Besi has significantly increased its production, engineering and supply chain capabilities in Malaysia, China, Vietnam and Singapore to increase its local presence and operational efficiency. Personnel in these jurisdictions represented 66% of our total fixed headcount at year end 2025. Certain governments and judiciaries in these regions exercise broad, unchecked discretion. This can lead to misuse, corruption and rapid change of policies upon which Besi relies and with which we seek to comply. Some places where Besi and its customers work might also have issues with corruption, poor human rights protection, and a lack of clear rules and openness. In light of these risks, compliance with applicable regulatory schemes in Europe, the United States and throughout the world could place a strain on Besi's internal procedures. Any perceived or actual failure to address such risks could have a material impact on Besi's reputation, business, financial condition and results of operations.

Recent regulations and increased customer focus on the usage of conflict minerals in product supply chains may force us to incur additional expenses, make our supply chain more complex and result in damage to Besi's customer reputation.

US, European and Chinese regulatory authorities have established initiatives with respect to the usage by corporations of certain minerals and metals known as conflict minerals in their products, regardless of whether such products are manufactured by third parties. Regulations require companies to conduct due diligence and disclose whether the subject minerals originated from the Democratic Republic of Congo ("DRC") and/or certain adjoining countries. The implementation of such regulations could adversely affect the sourcing, availability and pricing of minerals used in the manufacture and assembly of semiconductor devices. Besi's reputation could also be harmed since our supply chain is complex and verification of the origins of these materials in our products through due diligence procedures may be difficult and costly and may not be possible at all. In such an event, we may also face difficulties in satisfying customers who require that all our product components be certified as conflict-free.



Financial risks

Besi's historical financial results have fluctuated significantly and may continue to do so in the future.

Given the cyclical nature of Besi's industry, its quarterly revenue, orders and operating results have fluctuated significantly in the past and may continue to do so in the future. Besi believes that period to period comparisons of its operating results are not necessarily indicative of future operating results. Uncertainties that have caused our operating results to fluctuate in the past and which are likely to affect them in the future include the following, many of which are beyond our control:

- Global macroeconomic trends and geopolitical events which may influence levels of gross domestic product, purchasing power and consumer confidence of various regions including both developed and lesser developed countries and which may affect customer willingness to invest in new production capacity.
- The number and frequency of new electronics introductions, particularly for retail applications such as mobile, computing, gaming, infotainment and automotive end-user markets.
- The volatility and seasonality of the semiconductor industry and its impact on semiconductor equipment suppliers.
- Industry capacity utilization, pricing and inventory levels.
- The timing of new customer device introductions and production processes which could require the addition of new assembly equipment capacity.
- The success of Besi's research and development activities including new hybrid bonding, thermo compression bonding and other wafer level assembly systems and volume production related thereto.

- The length of sales cycles and lead times associated with Besi's product offerings.
- The timing, size and nature of Besi's transactions.
- The financial health and business prospects of Besi's customers.
- The impact on potential orders from consolidation trends among semiconductor producers.
- The proportion of semiconductor demand represented by industrial and retail applications.
- Our ability to scale operations on a timely basis consistent with product demand.
- The ability of Besi's suppliers to meet our demand for components, subassemblies and modules on a timely basis.
- The market acceptance of new products or product enhancements by Besi or its competitors.
- The timing of new personnel hires and the rate at which new personnel becomes productive.
- Changes in pricing policies by Besi's competitors.
- Changes in Besi's operating expenses.
- Besi's ability to adequately protect its intellectual property.
- Besi's ability to integrate any future acquisitions and any restructuring charges related thereto.
- The fluctuation of foreign currency exchange rates.
- The impact of any future pandemic on our customers, suppliers and employees.

Because of such uncertainties, investors should not rely on period to period comparisons of Besi's results of operations as an indication of future performance. In future periods, Besi's results of operations could differ from estimates of public market analysts and investors. Such discrepancies could cause the market price of its securities to decline.

Besi's orders at any particular date may not be indicative of future operating results.

Besi's orders aggregated € 685 million in 2025 which reflected a 16.8% increase versus 2024. Orders are generally subject to customer cancellation at any time upon payment of a negotiated cancellation fee. However, such cancellation fees are generally not sufficient to cover in full all costs incurred up to date of the cancellation. During market downturns, semiconductor manufacturers historically have cancelled or deferred additional equipment purchases. Besi's bookings may also be influenced by seasonal factors. Because of the possibility of changes in delivery schedules, expedited cycle times, cancellations and delays in product shipments, Besi's orders at any particular date may not be representative of actual revenue for any succeeding period. Besi's current and future dependence on a limited number of customers increases the potential revenue impact of any delay or deferral activity by customers.

Besi may not be able to adjust its costs and overhead levels quickly enough to offset revenue declines it may experience in the future.

A significant portion of Besi's operating costs is fixed including personnel, facility costs and many general and administrative costs. Generally, these costs do not decrease when customer demand drops or when Besi's capacity utilization rates fall.

Therefore, a decline in customer demand, among other factors, could significantly reduce Besi's margins and profitability. In less favorable economic environments, Besi is generally faced with a decline in the utilization rates of its manufacturing facilities due to decreased demand for its products. During such periods, its production facilities could operate at a lower loading level while the fixed costs associated with full capacity continue to be incurred, resulting in a lower gross profit.

Expense levels in future periods will be based, in large part, on expectations regarding future revenue sources. As a result, our operating results for any given period in which material orders fail to occur, are delayed or are deferred, could vary significantly. Due to the nature of such fixed costs, we may not be able to reduce our fixed costs sufficiently or in a timely manner to offset any future revenue declines. Our inability to align revenue and expenses in a timely and sufficient manner could have an adverse impact on Besi's gross margins and results of operations.

A limited number of customers have accounted for a significant percentage of Besi's revenue, and its future revenue could decline if it cannot maintain or replace these customer relationships.

Historically, a limited number of Besi's customers have accounted for a significant percentage of its revenue. In 2025, no customer represented more than 10% of Besi's revenue and its largest ten customers accounted for approximately 44% of revenue. We anticipate that our results of operations in any given period will continue to depend to a significant extent upon revenue from a relatively limited number of customers. In addition, we anticipate that the composition of such customers will continue to vary from year to year so that the achievement of our long-term goals will require the maintenance of relationships with existing customers and obtaining additional customers on an ongoing basis. Besi's failure to enter into and realize revenue from a sufficient number of customers during a particular period could have a material adverse effect on our revenue development.

In addition, there are a limited number of customers worldwide interested in purchasing semiconductor manufacturing equipment and an even more limited number of major customers and supply chains for specific end market applications such as smartphones, tablets, wearables, laptops, computers and automotive electronics. As a result, even if only a few potential customers were to experience financial difficulties or file for bankruptcy protection, the semiconductor equipment manufacturing market as a whole, and Besi's revenue and results of operations specifically, could be materially adversely affected.

Besi must continue to invest in research and development activities even if not always successful.

Besi participates in a highly competitive industry. In order to remain competitive, Besi must continue to develop new products and enhancements to its existing products, including new hybrid bonding, thermo compression bonding and other wafer level assembly systems in order to maintain or expand its market position. Besi expects to continue its significant investment in development activities which may not always be successful or ultimately grow its business or result in long-term profitability.

Maintaining adequate levels of research and development spending to meet market demands is essential to Besi's long-term competitive position. Failure to do so could present an advantage to Besi's competitors. If Besi is not successful or unable to develop products due to certain constraints, such as high employee turnover, lack of management ability or a lack of liquidity or other development resources, including through third-party outsourcing firms, its competitiveness could be harmed.

Besi's results of operations have in the past and could in the future be affected by currency exchange rate fluctuations.

The following tables set forth Besi's revenue and costs and expenses by principal functional currency for 2025, 2024 and 2023:

	In % of revenue		
	2025	2024	2023
US dollar	72%	71%	75%
Euro	28%	29%	25%
Total	100%	100%	100%

	In % of costs and expenses		
	2025	2024	2023
Euro	37%	37%	32%
Malaysian ringgit	25%	22%	23%
Chinese renminbi	12%	12%	15%
Singapore dollar	9%	10%	10%
Swiss franc	8%	9%	8%
US dollar	6%	8%	8%
Other	3%	2%	4%
Total	100%	100%	100%

Besi's principal reporting currency is the euro. Due to its global operations and differences in the foreign currency composition of its revenue and costs and expenses, Besi's results of operations could be adversely affected by fluctuations in the values of, and the relationships between, the euro, the US dollar, Swiss franc, Malaysian ringgit, Chinese renminbi, Singapore dollar and Vietnamese dong. We seek to manage our exposure to currency fluctuations in part by hedging firmly committed sales contracts denominated in US dollars. While management will continue to monitor its exposure to currency fluctuations and may use financial hedging instruments to minimize the effect of such fluctuations, Besi cannot assure that exchange rate fluctuations will not have a material adverse effect on its results of operations or financial condition.

Besi's principal competitors are domiciled in countries utilizing primarily US dollar and/or Japanese yen as their principal currencies for the conduct of their operations. Besi believes that a decrease in the value of the US dollar and US dollar linked currencies or Japanese yen in relation to the euro could lead to intensified price-based competition in the markets in which Besi operates resulting in lower prices and margins and could have a negative impact on our business and results of operations.

Changes in taxation could affect our future profitability.

Besi is subject to income taxes in the Netherlands and other countries in which we are active. Besi's effective tax rate has fluctuated in the past and may fluctuate in the future. Changes in Besi's business environment can affect its effective tax rate. The same applies to changes in tax legislation in the countries where Besi operates, together with developments driven by global organizations such as the Organization for Economic Co-operation and Development ("OECD"), as well as any change in approach to tax by fiscal authorities. These initiatives have already resulted in and may result in further increased compliance obligations for us. Additionally, this may result in an increase in our effective tax rate in future years.

Changes in tax legislation may adversely impact Besi's tax position and consequently its net income. Besi's worldwide effective tax rate is influenced by research and development tax credits and incentives offered by many of the countries where Besi has operations. Besi's Dutch, Swiss, Austrian, Singaporean, Malaysian and Vietnamese operations each have benefited from such R&D investment programs. The determination of such tax incentives is complex and relies on interpretations of international tax treaties, which may vary from jurisdiction to jurisdiction. As of the date of this Annual Report, Besi is party to a tax proceeding related to, inter alia, transfer pricing associated with R&D subsidies received from 2015 to 2018 and 2019 to 2021 (see Note 30 Income Taxes in the Notes to the Consolidated Financial Statements). If any of the jurisdictions in which Besi operates alter their tax policies/laws in this respect, it may increase Besi's out of pocket development spending and have an adverse effect on Besi's worldwide effective tax rate. In addition,

jurisdictions levy corporate income tax at different rates. The mix of Besi's revenue over the various jurisdictions in which Besi operates may vary from year to year, resulting in a different mix of corporate income tax rates applicable to our profits. This can also affect Besi's worldwide effective tax rate and net income.

Besi may declare lower dividends or no dividends at all in any given year.

Besi aims to pay an annual dividend in accordance with its dividend policy and seeks to increase the amount over time. On an annual basis, the Board of Management (with Supervisory Board approval) will submit a proposal for approval at the Annual General Meeting of Shareholders with respect to the dividend amount to be declared for the prior financial year. The proposal in any given year will be subject to (i) Besi's review of (a) its annual and prospective financial performance, liquidity and financing needs, (b) the prevailing market outlook, (c) its strategy, market position and acquisition strategy and/or (ii) a target dividend payout ratio in the range of 40-100% relative to net income to be adjusted accordingly if the factors referred to under (i) so require.

Accordingly, the Board of Management may decide not to pay a dividend, or a lower dividend, with respect to any particular year in the future which could have a material adverse effect on the price of Besi's ordinary shares.



Sustainability risks

Besi is subject to environmental risks in the form of climate-related transition and physical risks. Besi is subject to environmental rules and regulations in a variety of jurisdictions and from its customers and Besi may be materially adversely affected by operational disruptions, natural disasters and the impact of climate change on its operations.

Besi has production facilities in multiple jurisdictions and conducts business with its customers worldwide. As the world transitions to a less carbon intensive energy system, Besi's value chain will be subject to a myriad of governmental regulations in response to climate change-related issues. Compliance with existing or future environmental rules and regulations may: (i) result in significant costs to us and our suppliers for additional capital equipment or other process requirements, (ii) restrict our ability to expand our operations and/or (iii) cause us to curtail our operations. We also could incur significant costs, including fines or other sanctions and third-party claims, because of violations of, or liabilities under, such laws and regulations.

In addition to regulatory compliance, increasing customer sustainability requirements as well as our own internal targets, could cause us to alter our manufacturing, operations or equipment designs from time to time and incur substantial expense to satisfy such increased regulatory and sustainability requirements. To the extent that higher costs

result in higher prices for our products, we may experience a reduction in the demand for such products, which could negatively affect our results of operations. Conversely, we may not be able to pass such increased costs through to customers in the form of higher prices, as a result of which our results of operations may also be adversely affected. Any failure to comply with or meet such environmental rules and regulations, customer requirements or sustainability targets could adversely impact the demand for our products and subject us to significant costs and liabilities and reputational risks that could adversely affect our business, financial condition and results of operations.

Besi's operations, reputation, and ability to attract and retain customers are dependent on the timely delivery and satisfactory performance of its products. Besi is susceptible to potential material adverse effects from natural disasters and the impact of climate change. Despite Besi's commitment to maintaining operational resilience, its business and operations, along with those of its customers and suppliers, can be disrupted by acute and chronic physical risks. These include earthquakes, flooding, typhoons, droughts, air temperature increases and wildfires. Future disruptions at any of Besi's facilities could result in service interruptions, delivery delays, additional costs and potential order cancellations which could adversely affect its business, financial condition and results of operations. It remains uncertain whether insurance policies would adequately compensate for any losses incurred due to such disruptions.

Such catastrophic events can make it difficult or impossible to manufacture or deliver products, receive materials from suppliers or perform critical functions. If Besi's customers or suppliers cannot resume their operations on a timely basis due to a catastrophic event, we may be unable to fulfil customer orders and/or experience reduced or cancelled orders. For example, in January 2025, a magnitude 6.4 earthquake struck Tainan, Taiwan, resulting in the temporary suspension of operations in semiconductor factories and suppliers who operate in Taiwan.

Besi's business, reputation and financial position may be harmed by health and safety incidents, human rights violations, unethical behavior and non-compliance with Besi's Code of Conduct at its operations.

Besi seeks to conduct its business in accordance with internationally recognized standards and best practices. We have adopted an environmental, health and safety management structure for our operations that typically exceed minimum legal and regulatory compliance levels and applied European social and ethical standards in the conduct of our operations wherever possible. Besi has established a Code of Conduct which governs the behavior of our employees worldwide on matters such as human rights, integrity, and ethical behavior, all of which are important values to us.

However, Besi has encountered in the past, and may in the future encounter unethical behavior and breaches to our Code of Conduct due to intentional behavior by individual employees. Issues can arise unintentionally or from a lack of adherence to appropriate rules and regulations. Unethical behavior and misconduct could lead to fines, penalties and claims by injured parties as well as material financial loss and damage to Besi's reputation with stakeholders.

Moreover, environmental, social and governance matters continue to evolve rapidly. To the extent such matters have the effect of negatively impacting our reputation, they may also impede our ability to compete as effectively or to recruit and/or retain employees, which may adversely affect our operations.

Potential and actual negative impacts on sustainability matters such as human rights, working conditions, and health and safety, within Besi's supply chain could adversely impact its reputation, supply of critical materials and liabilities.

Besi has an indirect impact on the employees within its supply chain. Besi strives to operate with the highest ethical and sustainability standards while complying with all relevant laws, regulations and standards, and we expect our suppliers to do the same. There is the potential that by conducting business with suppliers, even after significant efforts to ensure that they do not cause negative impacts on their workforce, that they may fail to adhere our high standards in these areas. Potential negative impacts include those related to human rights, poor working conditions, health and safety issues, and non-compliance with Besi's Supplier Code of Conduct.

If Besi's suppliers are to cause such negative impacts on their employees, Besi could be exposed to supply chain disruptions from issues such as labor strikes. Supply chain disruptions based on human rights impacts could interrupt Besi's operations or delay the delivery of its products and adversely impact Besi's customer relationships and brand reputation, divert employees' attention, decrease revenue, increase its liability exposure and could potentially cause order cancellations, any of which could adversely affect Besi's business, financial condition and results of operations. In addition, non-compliance with safety regulations could result in legal actions, fines and penalties. If litigation occurs, we could incur significant liabilities and costs to defend ourselves against such claims.

The inability to prevent and detect bribery and corruption could lead to financial loss.

Besi relies on an international supply chain for activities which include the sourcing of raw materials, components and semi-finished products from vendors. In addition, with the significant growth of our business in recent years, including an increase in the complexity of our supply chain, ensuring compliance with our supplier code of conduct and the prevention of bribery and corruption has become more challenging.

A consequence of our expanding international operations could expose us to fines and penalties if we fail to comply with regulations such as anti-bribery laws and local laws prohibiting corrupt payments to governmental officials. Although we have implemented policies and procedures designed to help ensure compliance with such laws, there can be no assurance that our employees, partners and other persons with whom we do business will not take actions in violation of our policies or these laws. Any violations could subject us to civil or criminal penalties including substantial fines or prohibitions on our ability to offer our products and services to one or more countries and could also materially damage Besi's reputation and brand identity.



Legal and compliance risks

Besi may not be able to protect its intellectual property rights which could make it less competitive and cause it to lose market share.

Although Besi seeks to protect its intellectual property rights through patents, trademarks, copyrights, trade secrets, confidentiality and assignment of invention agreements and other measures, there can be no assurance that we will be able to protect our technology adequately, that our competitors will not be able to develop similar technology independently, that any of Besi's pending patent applications will be issued or that intellectual property laws will protect our intellectual property rights. In addition, Besi operates internationally and intellectual property protection varies among the jurisdictions in which we conduct our business operations. In certain jurisdictions, the prevention of theft or copying can be challenging. Litigation may be necessary to enforce our patents, copyrights or other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Litigation could result in substantial costs and a diversion of resources, distract management from operating the business and could have a material adverse effect on our business and operating results.

In addition, third parties may seek to challenge, invalidate or circumvent any patent issued to Besi. Further, the rights granted under any patent issued to Besi may not provide competitive advantages and third parties may assert that our products infringe patents, copyrights or trade secrets of such parties. Also, third parties may challenge, invalidate or circumvent technology which Besi licenses from third parties. If any party is able to successfully claim that Besi's creation or use of proprietary technology infringes upon their intellectual property rights, Besi may be forced to pay damages. In addition to any damages Besi may have to pay, a court could require us to stop the infringing activity or obtain a license which may not be available on terms which are favorable to Besi or at all. If Besi fails to obtain or maintain certain technologies or intellectual property licenses, or

fail to prevent its intellectual property from being misappropriated, and if litigation relating to alleged intellectual property matters occurs, it could: (i) prevent Besi from manufacturing particular products or selling particular services or applying particular technologies and (ii) reduce our ability to compete effectively against entities benefiting from misappropriated intellectual property, which could reduce Besi's opportunities to generate revenue.

Furthermore, given the nature of the semiconductor industry, Besi may receive, from time to time, communications from third parties, including non-practicing entities and semiconductor companies, asserting that its technologies, its manufacturing processes, or the design IPs of the systems made by Besi or the use of those semiconductors by Besi's customers might infringe their patents or other intellectual property rights. The assertions made and lawsuits initiated by litigious, well-funded, non-practicing entities are particularly aggressive in their monetary demands and in seeking court-issued injunctions. Intellectual property cases are uncertain, time-consuming and involve complex legal and factual questions. If we become involved in this type of litigation, whether or not a claim has merit, it could consume significant resources and divert our attention from our business. Such lawsuits and assertions could increase Besi's cost of doing business and could potentially be extremely disruptive if such asserting entities succeed in blocking the sale of products made, and services offered by Besi.

Anti-takeover provisions could delay or prevent a change of control including a takeover attempt that might result in a premium over the market price for Besi's ordinary shares.

Besi's articles of association provide for the possible issuance of preference shares. In April 2000, Besi established the foundation "Stichting Continuïteit BE Semiconductor Industries" (the "Foundation") whose board consists of five members, three of whom are independent of Besi. Besi has granted the Foundation a call option pursuant to which the Foundation may purchase preference shares in a maximum amount equal to the total number of Besi's ordinary shares outstanding at the time of exercise of the option minus one. If the Foundation were to exercise the call option, it may result in delaying or preventing a takeover attempt including a takeover attempt that might result in a premium over the market price for Besi's ordinary shares.

Shareholder Information



Shareholder Information

Euronext Amsterdam listing

Besi's ordinary shares are listed on Euronext Amsterdam and are included in the Euronext AEX index. The stock symbol is BESI and the ISIN code is NL0012866412.

	Year ended December 31,	
	2025	2024
Number of ordinary shares, net of shares held in treasury at year end	79,281,785	79,312,140
Average daily shares traded*	782,684	753,484
Highest closing price (€)	148.00	178.00
Lowest closing price (€)	79.62	97.94
Year end share price (€)	133.75	132.30

* Includes Euronext and all secondary markets.

OTC Markets

Besi's Level 1 ADRs are traded on the OTC markets (symbol: BESIY).

Convertible Notes listing

At December 31, 2025, Besi had outstanding € 175 million of its 1.875% Senior Unsecured Convertible Notes due 2029 (the "2022 Convertible Notes") ISIN XS2465773070, which are listed on Deutsche Börse's Freiverkehr market www.boerse-frankfurt.de.

Senior Notes listing

On July 17, 2024, Besi issued € 350 million principal amount of 4.500% Senior Unsecured Notes due 2031 (the "2024 Senior Notes"), Mnemonic: BESEMISN, which are listed on The International Stock Exchange ("TISE").

Besi's equity structure

Besi's authorized share capital consists of 160,000,000 ordinary shares and 160,000,000 preference shares. At December 31, 2025, Besi had 81,146,738 issued and outstanding ordinary shares of which it held 1,864,953 shares in treasury.

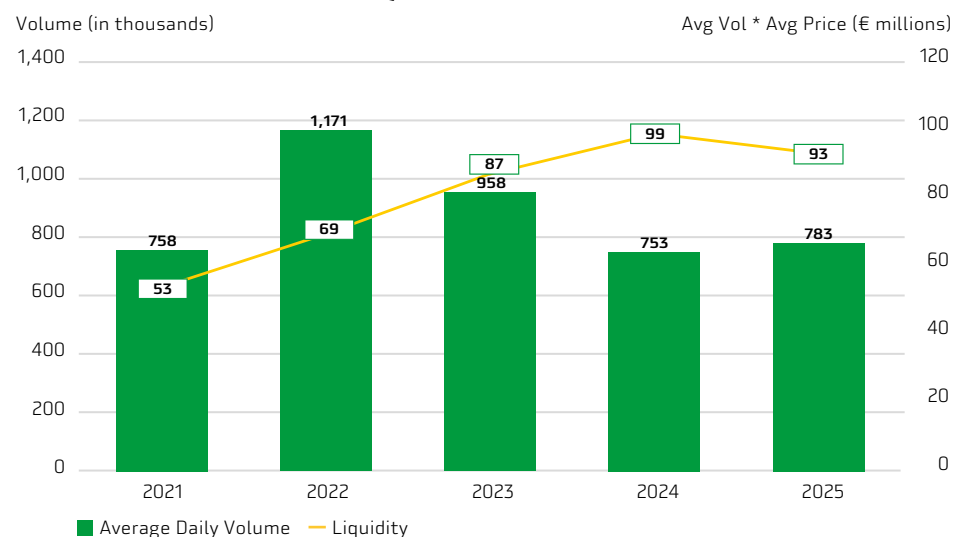
The foundation "Stichting Continuïteit BE Semiconductor Industries" (the "Foundation") has been granted an option to acquire preference shares, which would, if the option were exercised, allow the Foundation to acquire preference shares in a maximum amount equal to the total number of Besi's ordinary shares outstanding at the time of exercise of the option minus one.

BESI MARKET INFORMATION

Symbol/Index	<ul style="list-style-type: none"> BESI Euronext AEX
Market Cap*	<ul style="list-style-type: none"> € 10.6 billion (\$ 12.5 billion)
Dividend Policy	<ul style="list-style-type: none"> Payout 40-100% of net income per annum

* As of December 31, 2025.

AVERAGE DAILY VOLUME AND LIQUIDITY



Issuance of ordinary shares and pre-emptive rights

Ordinary shares may be issued pursuant to a resolution of the General Meeting of Shareholders. The General Meeting of Shareholders may grant the authority to issue ordinary shares to the Board of Management for a maximum period of five years. After such designation, the Board of Management may determine the issuance of ordinary shares subject to the approval of the Supervisory Board. The foregoing applies accordingly to the granting of rights to subscribe for ordinary shares but shall not be applicable to the issuance of ordinary shares to a party exercising a previously acquired right to subscribe for ordinary shares.

Currently, the General Meeting of Shareholders has delegated its authority to the Board of Management until October 23, 2026, subject to the approval of the Supervisory Board, to issue ordinary shares and grant rights to subscribe for ordinary shares up to a maximum of 10% of Besi's issued share capital at the date of the authorization, being April 23, 2025.

Holders of ordinary shares have a pro-rata, pre-emptive right with respect to any ordinary shares issued, which right may be limited or excluded. Such shareholders have no pro-rata pre-emptive right with respect to (i) any ordinary shares issued against contributions other than in cash, (ii) any issuance of preference shares, or (iii) any ordinary shares issued to employees (including members of the Board of Management). The foregoing applies accordingly to the granting of rights to subscribe for ordinary shares but shall not be applicable to the issuance of ordinary shares to a party exercising a previously acquired right to subscribe for ordinary shares. On the basis of a designation by the General Meeting of Shareholders, the Board of Management has the power, subject to the approval of the Supervisory Board, to limit or exclude the pre-emptive right with respect to any ordinary shares issued and rights to subscribe for ordinary shares granted until October 23, 2026, subject to the 10% maximum as described above. The designation may be renewed for a maximum period of five years. In the absence of such designation, the General Meeting of Shareholders has the power to limit or exclude such pre-emptive right.

Issuance of preference shares

The provisions in Besi's articles of association for the issuance of preference shares are similar to the provisions for the issuance of ordinary shares described herein. However, an issuance of preference shares will require the prior approval of the General Meeting of Shareholders if it would result in an outstanding number of preference shares exceeding 100% of the number of outstanding ordinary shares and the issuance is effected pursuant to a resolution of a corporate body other than the General Meeting of Shareholders such as the Board of Management. Furthermore, within two years after the first issuance of such preference shares, a General Meeting of Shareholders will be held to determine the repurchase or cancellation of such preference shares. If no resolution to repurchase or cancel the preference shares is adopted, another General Meeting of Shareholders with

the same agenda must be convened and held within two years after the previous meeting and this meeting will be repeated until no more preference shares are outstanding. This procedure does not apply to preference shares that have been issued pursuant to a resolution by the General Meeting of Shareholders. In connection with the issuance of preference shares, it may be stipulated that an amount not exceeding 75% of the nominal amount ordinarily payable upon issuance of shares may be paid only if the Company requests payment.

The Foundation

Under the terms of an agreement entered in April 2002 between Besi and the Foundation, the Foundation has been granted a call option, pursuant to which it may purchase a number of preference shares up to a maximum of the total number of outstanding ordinary shares at the time of exercise of the option minus one. This call option agreement was revised in May 2008 to comply with applicable laws. The purpose of the Foundation is to safeguard the interests of Besi, the enterprise connected therewith and all the parties having an interest therein and to exclude as much as possible influences which could threaten, among other things, Besi's continuity, independence and identity. Until the call option is exercised by the Foundation, it can be revoked by the Company, with immediate effect. The aim of the preference shares is, among other things, to provide a protective measure against unfriendly take-over bids and other possible influences that could threaten Besi's continuity, independence and identity, including, but not limited to, a proposed resolution to dismiss the Supervisory Board or the Board of Management.

The Foundation was established in April 2000. The board of the Foundation currently consists of five members, three of whom are independent of Besi and two of whom are former members of the Supervisory Board. Please refer to the chapter [Other Information](#) for additional information about the Foundation and its board members.

Voting rights

Each share (whether it is an ordinary share or a preference share) carries the right to cast one vote. Resolutions by the General Meeting of Shareholders require the approval of an absolute majority of votes validly cast, unless otherwise required by Dutch law or Besi's articles of association.

Repurchase and cancellation of shares

The Board of Management may cause Besi to repurchase for consideration any class of shares in its own share capital which have been paid-up, subject to certain provisions of Dutch law and Besi's articles of association, if (i) the shareholders' equity less the payment required to make the acquisition does not fall below the sum of the paid-up and called part of the issued share capital and any reserves required to be maintained by Dutch law or Besi's articles of association and (ii) Besi and its subsidiaries would thereafter not hold shares (in pledge) with an aggregate nominal value exceeding 50% of its issued share capital. Shares held by Besi or any of its subsidiaries will have no voting rights and the Company may not receive dividends on shares it holds in its own share capital. Any such repurchases may only take place if the General Meeting of Shareholders has granted the Board of Management the authority to effect such repurchases, which authorization may apply for a maximum period of 18 months. The Board of Management, with the approval of the Supervisory Board, is currently authorized to repurchase up to 10% of Besi's issued share capital from April 23, 2025 to October 23, 2026.

Upon a proposal of the Board of Management, with the approval of the Supervisory Board, the General Meeting of Shareholders has the power to reduce Besi's issued share capital by means of cancelling shares held in treasury or by reducing the nominal value of the shares by way of an amendment of its articles of association. Any such proposal is subject to the relevant provisions of Dutch law and Besi's articles of association. Upon the proposal of the Board of Management, with the approval of the Supervisory Board, the General Meeting of Shareholders authorized the cancellation of ordinary shares held in treasury up to a maximum of 10% of Besi's issued share capital as of April 23, 2025. In accordance therewith, the Board of Management was authorized to determine the exact number of ordinary shares to be so cancelled.

Change of control provisions in significant agreements

Besi's 2022 Convertible Notes contain a provision under which in the event of a change of control of Besi (as defined), the holder of a Convertible Note will have the right to require Besi to redeem that Convertible Note at 100% of its principal amount together with accrued and unpaid interest thereon. Further, Besi's 2024 Senior Notes contain a provision under which in the event of a change of control, Besi will offer a payment to Noteholders in cash equal to 101% of the aggregate principal amount of the Notes repurchased plus accrued and unpaid interest thereon. In addition, Besi's Revolving Credit Facility ("RCF") contains a provision granting the RCF lenders the right to require repayment of all loans and other amounts outstanding upon a change of control of Besi. At December 31, 2025, there was no change of control provision contained in any other of Besi's material agreements.

Dividend policy

Besi considers the payment of dividends on an annual basis based upon (i) a review of its annual and prospective financial performance, liquidity and financing needs, the prevailing market outlook and Besi's strategy, market position and acquisition strategy and/or (ii) a dividend payout ratio in the range of 40-100% relative to net income to be adjusted if the factors referred to under (i) so require.

Due to Besi's earnings and cash flow generation in 2024, the Board of Management proposed, with the approval of the Supervisory Board, and Besi paid a cash dividend to shareholders equal to € 2.18 per share for 2024 which resulted in cash payments to shareholders of € 172.8 million in 2025.

Due to Besi's earnings and cash flow generation in 2025, the Board of Management will propose, with the approval of the Supervisory Board, a cash dividend to shareholders equal to € 1.58 per share for 2025 for approval at Besi's Annual General Meeting of Shareholders to be held on April 23, 2026.

The payments for the year 2024 and proposed for the year 2025 represent a dividend payout ratio relative to net income of 95% for each year.

Ownership interests in the ordinary shares

Under the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, "Wft"), the following parties have notified the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*, "AFM") of their share interests in Besi equal to or exceeding 3%:

	Notification effective	Share interest	Voting rights
Applied Materials, Inc.	April 14, 2025	9.00%	9.00%
BlackRock, Inc.	February 9, 2026	8.68%	9.93%
FMR LLC	May 11, 2023	6.00%	6.00%
T. Rowe Price Group, Inc.	January 9, 2026	4.94%	4.58%
FIL Limited	January 23, 2026	4.84%	4.75%
Société Générale S.A.	February 22, 2023	3.05%	3.05%
Sylebra Capital Limited	October 18, 2021	3.04%	3.04%

A list of share and voting interests in Besi of 3% or more can be found on the AFM website: www.afm.nl.

Analysts

The following sell side analysts cover Besi's shares:

Arete Research	Jim Fontanelli
Barclays	Simon Coles
Berenberg	Trion Reid
Bernstein	David Dai
BNP Paribas Exane	Martin Jungfleisch
BofA SECURITIES	Didier Scemama
Citi	Andrew Gardiner
Degroof Petercam	Michael Roeg
Deutsche Bank	Rob Sanders
Goldman Sachs	Alexander Duval
HSBC	Adithya Metuku
ING	Marc Hesselink
J.P. Morgan	Sandeep Deshpande
KBC Securities	Thibault Leneeuw
Kepler Chevreux	Ruben Devos
Morgan Stanley	Nigel van Putten
Needham & Company	Charles Shi
NewStreet Research	Ben Harwood
ODDO BHF/ABN AMRO	Martin Marandon-Carlhian
Redburn Atlantic	Timm Schulze-Melander
UBS	Madeleine Jenkins
Van Lanschot Kempen	Nikos Kolokotronis

Investor relations

Besi uses a range of activities to initiate and maintain contact with investors. After publication of its annual and quarterly results, in-person and virtual roadshows are typically held for institutional investors in Europe, the United States and Asia. Planned roadshows and presentations can be found on Besi's website. Contacts with institutional investors are further maintained by means of conference calls, conferences and investor visits. Besi's investor outreach also includes meetings with retail investors, research analysts, private investors, journalists and media outlets to help communicate the Besi story to the investment community and general public. Shareholders are also engaged through quarterly and annual conference calls and participation at Besi's Annual General Meeting of Shareholders.

Investors in European, North American and Asian markets are increasingly considering sustainability themes as part of their investment process. Investors are requesting more sustainability information from us, particularly in the areas of climate change, fossil fuels, carbon emissions, conflict minerals and human rights within the supply chain. Shareholders expect Besi to protect their investment and provide a competitive return on invested capital while operating in a sustainable and responsible manner as a good corporate citizen. Besi has engaged in important dialogue with stakeholders and received valuable feedback about its business and sustainability issues as a result of its investor relations program.

Important investor relations dates currently planned in 2026-2027 are as follows (subject to change):

April 23, 2026	2026 first quarter results
April 23, 2026	Annual General Meeting of Shareholders
July 23, 2026	2026 second quarter results
October 22, 2026	2026 third quarter results
February 2027	2026 fourth quarter and annual results

Prevention insider trading

Besi has implemented a Code of Conduct governing the use of inside information by the members of the Supervisory Board, the member of the Board of Management and any other designated persons, including key staff members. In addition, there is a separate Code of Conduct governing the use of inside information by Besi employees generally. Designated persons have agreed in writing to observe the relevant Code of Conduct concerning the reporting and regulation of transactions in Besi securities (and other designated securities) and the treatment of price-sensitive information. Besi has appointed a compliance officer who is responsible for monitoring compliance with the Codes of Conduct and communication with the AFM.

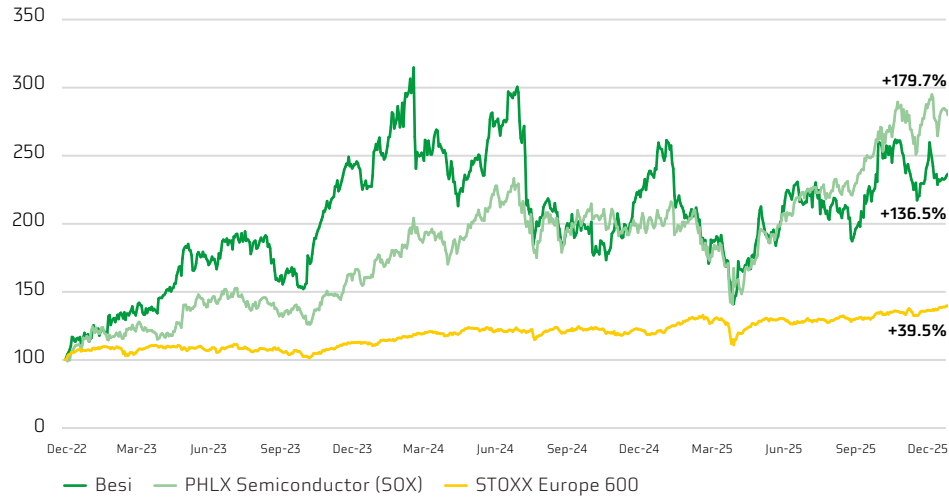
Besi Incentive Plan

Besi may grant performance shares on an annual conditional basis to the member of the Board of Management, key employees and officers under the current Besi Incentive Plan. Further information on this subject is given in the [Remuneration Report](#).

Besi's share price development

BESI'S SHARE PRICE VERSUS SOX INDEX AND STOXX EUROPE 600 INDEX

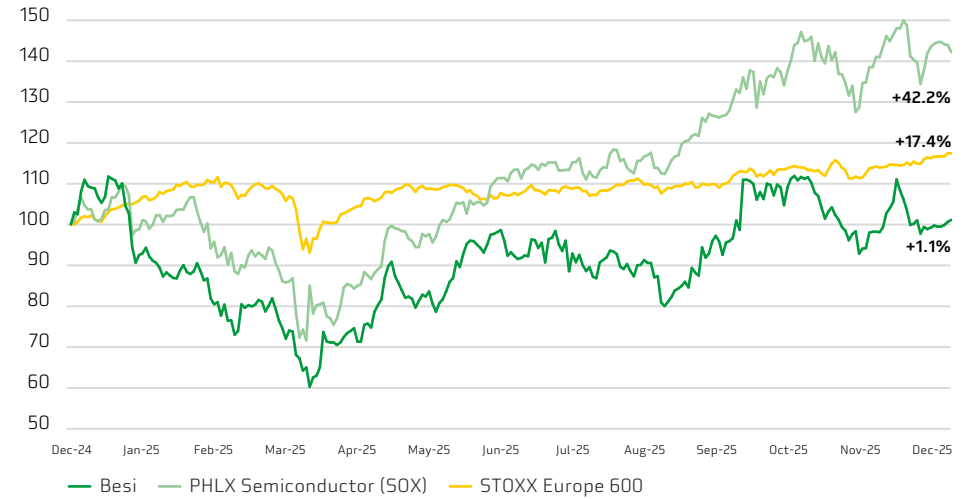
Since January 1, 2023 until December 31, 2025; rebased to 100



Source: Yahoo Finance

BESI'S SHARE PRICE VERSUS SOX INDEX AND STOXX EUROPE 600 INDEX

Since January 1, 2025 until December 31, 2025; rebased to 100



Source: Yahoo Finance

Corporate Governance



Corporate Governance

Besi acknowledges the importance of good corporate governance, the most important elements of which are transparency, independence and accountability. Important corporate governance developments in applicable jurisdictions are followed closely with rules implemented where appropriate.

Besi's ordinary shares are listed on Euronext Amsterdam. Accordingly, Besi complies with all applicable listing rules of Euronext Amsterdam.

Besi has applied the Dutch Corporate Governance Code 2025 which was published on March 20, 2025. Deviations from the Dutch Corporate Governance Code are explained below under Explanation of Deviations from the Dutch Corporate Governance Code. The Dutch Corporate Governance Code can be found at www.mccg.nl.

Board of Management

The role of the Board of Management is to manage the Company and its affiliated subsidiaries and to ensure their continuity which includes, among other things:

- The formulation of a long-term sustainable value creation strategy.
- The identification, analysis and management of the risks inherent in Besi's business and long-term sustainable value creation strategy and initiatives related thereto.
- The establishment of Besi's risk appetite and implementation of measures necessary to mitigate any risks undertaken.
- The proper regard for sustainability issues relevant to Besi and the global communities in which we operate as further described in our [Sustainability Statement](#).
- The proper regard for the impact of new technologies on our society, products, employees, stakeholders and business model in such areas as digitalization, artificial intelligence and automation, amongst others.

In discharging their role, members of the Board of Management shall be guided by the interests of Besi and its affiliated subsidiaries as well as the interests of its shareholders and other stakeholders. Members of the Board of Management are required to put the interests of Besi ahead of their own interests and to act critically and independently when carrying out their responsibilities. The Board of Management is also charged with establishing and maintaining internal procedures which ensure that all relevant information is provided to the Supervisory Board in a timely manner.

Besi's articles of association provide that certain resolutions of the Board of Management require the prior approval of the Supervisory Board. Pursuant to Dutch law and Besi's articles of association, any decisions of the Board of Management involving a major change in the identity or character of the Company and/or its affiliated subsidiaries are subject to approval by the General Meeting of Shareholders.

Appointment and replacement

Members of the Board of Management are appointed by the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders to appoint a member of the Board of Management requires an absolute majority of the votes validly cast in the event and to the extent the appointment occurs pursuant to, and in accordance with, a proposal of the Supervisory Board. Such resolution requires at least two-thirds of the votes validly cast representing more than one-third of Besi's issued share capital in the event and to the extent the appointment does not occur pursuant to, and in accordance with, a proposal thereto of the Supervisory Board.

Members of the Board of Management may at any time be suspended or dismissed by the General Meeting of Shareholders. A resolution for suspension or dismissal of a member of the Board of Management requires an absolute majority of the votes validly cast in the event and to the extent the suspension or dismissal occurs pursuant to, and in accordance with, a proposal by the Supervisory Board. Such resolution requires at least two-thirds of the votes validly cast representing more than one-third of the issued share capital in the event and to the extent the suspension or dismissal does not occur pursuant to, and in accordance with, a proposal thereto of the Supervisory Board. Members of the Board of Management may also be suspended by the Supervisory Board.

Remuneration Report

The [Remuneration Report](#) is included in a separate section in this Annual Report.

Conflicts of interest

Any appearance of a conflict of interest between Besi and members of the Board of Management should be prevented. If a member of the Board of Management has an actual or potential direct or indirect personal conflict of interest with the Company, he or she shall not participate in the deliberations and the decision-making process of the Board of Management for such matter. If, as a result thereof, no resolution of the Board of Management can be adopted, the resolution may be adopted by the Supervisory Board. No conflict of interest of material significance to Besi and/or the member of the Board of Management was reported in 2025.

Supervisory Board

The role of the Supervisory Board is to supervise the policies executed by the Board of Management and the general affairs of Besi and its affiliated subsidiaries and to assist the Board of Management by providing advice. In discharging their role, Supervisory Board members shall be guided by the interests of Besi and its affiliated subsidiaries as well as the relevant interests of Besi's shareholders and other stakeholders. Supervisory Board members are required to put the interests of Besi ahead of their own interests and to act critically and independently vis-a-vis one another, the Board of Management and any third-party interests involved. Further, the Supervisory Board also has due regard for sustainability issues that are relevant to Besi. The Supervisory Board annually evaluates its own functioning.

Each member of the Supervisory Board is currently considered independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. Each Supervisory Board member has the specific expertise required for the fulfilment of his or her duties. The composition of the Supervisory Board shall be such that the requisite expertise, experience, nationality and cultural or other background, age, gender identity, competencies, other personal qualities and independence are present for it to carry out its duties properly as well as to better promote the interchange of ideas and different points of views amongst members. A Supervisory Board member shall be reappointed only after careful consideration. The profile criteria referred to above shall also be taken into account in the event of a reappointment.

Regulations governing the Supervisory Board (“Regulations Supervisory Board”) are posted on Besi’s website: www.besi.com.

Appointment and replacement

Members of the Supervisory Board are appointed with due observance of the requisite profile for its size and composition as adopted by the Supervisory Board from time to time, subject to the provisions of Dutch law and Besi’s articles of association.

Members of the Supervisory Board are appointed by the General Meeting of Shareholders. A resolution for appointment requires an absolute majority of the votes validly cast in the event and to the extent the appointment occurs pursuant to, and in accordance with, a proposal of the Supervisory Board. Such resolution requires at least two-thirds of the votes validly cast representing more than one-third of the issued share capital in the event and to the extent the appointment does not occur pursuant to, and in accordance with, a proposal thereto of the Supervisory Board.

Members of the Supervisory Board may be suspended or dismissed at any time by the General Meeting of Shareholders. A resolution for suspension or dismissal requires an absolute majority of the votes validly cast in the event and to the extent the suspension or dismissal occurs pursuant to, and in accordance with, a proposal of the Supervisory Board. A resolution for suspension or dismissal requires at least two-thirds of the votes validly cast representing more than one-third of the issued share capital in the event and to the extent the suspension or dismissal does not occur pursuant to, and in accordance with, a proposal thereto of the Supervisory Board.

Supervisory Board committees

The Supervisory Board has three committees: the Audit Committee, the Remuneration Committee and the Nomination Committee. The function of the committees is to prepare and facilitate the decision-making of the Supervisory Board. The terms of reference of the committees are posted on Besi’s website: www.besi.com.

Remuneration Supervisory Board

The General Meeting of Shareholders shall determine the remuneration of Supervisory Board members with due observance of the Remuneration Policy for the Supervisory Board that was adopted at the Annual General Meeting of Shareholders held on April 26, 2023. The remuneration of members of the Supervisory Board is fixed and does not depend on Besi’s results. In addition, Besi does not grant Supervisory Board members any shares or rights to acquire shares in Besi, personal loans, guarantees or advance payments as remuneration. The [Remuneration Report](#) contains the information prescribed by applicable Dutch law on the level and structure of the remuneration of individual Supervisory Board members.

Further, none of the members of the Supervisory Board personally maintains a business relationship with Besi other than as a member of the Supervisory Board. As of December 31, 2025, no Supervisory Board member owned shares of Besi.

Conflicts of interest

Any appearance of a conflict of interest between the Company and Supervisory Board members shall be prevented. If a member of the Supervisory Board has an actual or potential direct or indirect personal conflict of interest with the Company, he or she shall not participate in the deliberations and the decision-making process of the Supervisory Board for such matter. The Supervisory Board is responsible for resolving conflicts of interest involving members of the Board of Management, members of the Supervisory Board and majority shareholders. If all members of the Supervisory Board are conflicted, then the Supervisory Board shall remain authorized to adopt resolutions. No conflicts of interest of material significance to Besi and/or the members of the Supervisory Board were reported in 2025.

Inclusion and diversity

The Supervisory Board has a diverse composition in terms of experience, expertise, nationality and cultural or other background, competencies, education, gender identity and age. When considering new candidates, the Supervisory Board will retain an active and open attitude with respect to the selection of candidates. The qualifications of a particular person and the requirements for the position shall in principle always prevail over all other factors and considerations when filling a vacancy, unless otherwise required by Dutch law. The Supervisory Board’s current male/female ratio is 60/40 and, as such, is in compliance with article 2:142b of the Dutch Civil Code.

The Supervisory Board considers its current composition to be aligned with its objective to have a qualified governing body composed of individuals with different perspectives, experiences and backgrounds consistent with the technological and global character of Besi’s business as well as an adequate level of knowledge and experience in financial,

economic, technological, social and legal aspects of international business and government and public administration.

At present, the Board of Management consists of one person who is Besi's Chief Executive Officer and Chairman of the Board of Management.

Besi values and encourages inclusion and diversity in its workforce and management. Besi believes inclusion helps broaden its perspective and contributes to Besi's growth. Consistent with its commitment to inclusion, Besi recognizes the importance of attracting top talent with different perspectives, experiences and backgrounds, including, for example, through engagement with local universities. Besi's Code of Conduct also emphasizes equal opportunity for all employees and applicants.

Besi's Inclusion and Diversity policy is focused on a comprehensive inclusion and equality approach throughout the organization and includes:

- Encouraging inclusion within the organization and the broader community through manager's leadership, training, communication and environmental, social and governance initiatives.
- Attracting, retaining and nurturing a talented workforce comprised of individuals with a diverse range of talents by consistently enhancing recruitment, development and retention policies.
- Ensuring that all employment decisions are made on a non-discriminatory basis in accordance with applicable law and/or adherence to the legislation and regulations relevant to Besi in all locations where it operates and conducts business.
- Ensuring that all employees are aware of their rights including the right to freedom of association and collective bargaining.

Besi has the following objectives with regard to inclusion within its management: (i) maintain a sound balance with respect to the various aspects of inclusion and diversity (experience, expertise, nationality and cultural or other background, competencies, education, gender identity and age) within management and (ii) achieve a minimum of 21% of management represented by women by 2026 (excluding US employees). We will compile and present a comprehensive list of candidates when we conduct searches for the appointment of management team members. Such candidates will be assessed based on the most important and essential criteria for the vacancy in alignment with the principles outlined in Besi's Inclusion and Diversity policy. When selecting new candidates for management team functions, the Board of Management will strive to ensure that all qualified candidates are considered for such opportunities on a non-discriminatory basis regardless of background. A professional executive search firm is engaged, when appropriate, to support the search process for new candidates.

Directors and Officers insurance policy

Members of the Board of Management and the Supervisory Board and certain senior management members are covered under Besi's Directors' and Officers' insurance policy. Although the insurance policy provides for broad coverage, members of the Board of Management and the Supervisory Board and certain senior management members may be subject to uninsured liabilities. Besi has agreed to indemnify members of the Board of Management and the Supervisory Board and certain senior management members against certain claims brought against them in connection with their position at the Company provided that such individual acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of Besi and, with respect to any criminal action or proceedings, such individual had no reasonable cause to believe his or her conduct was unlawful.

Shareholders and the General Meeting of Shareholders

Good corporate governance requires the participation of shareholders. It is in the Company's interest that as many shareholders as possible participate in Besi's decision-making at the Annual General Meeting of Shareholders or any Extraordinary General Meeting of Shareholders. Significant shareholder participation enables the General Meeting of Shareholders to exert such influence on the policies of the Board of Management and the Supervisory Board such that they provide important checks and balances to the conduct of Besi's business. Pursuant to Dutch law and Besi's articles of association, any decision of the Board of Management involving a major change to the identity or character of the Company and/or its affiliated subsidiaries are subject to approval by the General Meeting of Shareholders.

The Board of Management provides shareholders and other parties in financial markets with equal and simultaneous information about matters that may influence Besi's share price. Contacts between the Board of Management on the one hand, and the press, analysts and shareholders on the other hand, should be handled and structured carefully and with due observance of applicable laws and regulations. Besi should do nothing which might compromise the independence of analysts in relation to the Company and vice versa.

The Board of Management and the Supervisory Board shall provide the General Meeting of Shareholders with the information required for the exercise of its powers subject to such limitations allowable under applicable law. If price-sensitive information is provided during a General Meeting of Shareholders or if a response to shareholders' questions has resulted in the disclosure of price-sensitive information, then such information will be made public without delay. Good corporate governance requires significant attendance by shareholders at Besi's General Meeting of Shareholders. Therefore, Besi is actively involved in proxy solicitation as a means of increasing the attendance and participation of its shareholders at its General Meeting of Shareholders.

Amendment of Besi's articles of association

Besi's articles of association may be amended by a resolution of the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders to amend the articles of association may only be adopted upon a proposal from the Board of Management, which proposal requires the approval of the Supervisory Board. Those who have convened a General Meeting of Shareholders at which a proposal to amend the articles of association will be brought up for discussion must deposit at Besi's office, simultaneously with the convocation, a copy of the proposal in which the proposed amendment has been included for inspection by every person entitled to attend the General Meeting of Shareholders until the end of the relevant meeting. The persons entitled to attend the General Meeting of Shareholders must be given the opportunity to obtain a copy of the proposal free of charge. The proposal will also be published on Besi's website: www.besi.com.

External audit

The Board of Management is primarily responsible for the quality and completeness of any publicly disclosed financial reports. The Supervisory Board oversees the Board of Management in the fulfillment of this responsibility.

The General Meeting of Shareholders appoints the external auditor. The Supervisory Board submits a nomination for the appointment of the external auditor to the General Meeting of Shareholders upon the advice of the Audit Committee and as facilitated by the Board of Management. The Supervisory Board negotiates the terms of engagement of the external auditor, including its remuneration, the scope of the audit and the materiality to be applied, upon the proposal of the Audit Committee and after consultation with the Board of Management. The Chair of the Audit Committee acts as the principal contact for the external auditor if, during the performance of its audit, it discovers or suspects an instance of misconduct or an irregularity. The external auditor attends the meeting of the Supervisory Board at which the report of the external auditor is discussed. The external auditor also discusses the findings and outcomes of its audit work and the management letter with the Audit Committee and the Board of Management simultaneously. The Audit Committee also meets with the external auditor without the presence of the Board of Management. The Supervisory Board supervises the external auditor's functioning.

Internal control and risk management

Besi has internal control and risk management systems that are suitable for the Company. Besi's internal control and risk management function operates under the responsibility of the Board of Management and is monitored on an ongoing basis. The Board of Management reviews the effectiveness of the design and operation of the internal control and risk management systems twice a year as part of Besi's internal control procedures. The Supervisory Board oversees the internal control and risk management function and

maintains regular contact with the persons fulfilling this function. In 2025, Besi's finance staff carried out all planned internal control activities and reported its findings to the Board of Management and the Audit Committee.

The Board of Management recognizes the inherent limitations of internal control and risk management systems. These systems cannot provide absolute certainty that all risks have been identified or are effectively managed despite our continued efforts to improve our processes and procedures. The level of certainty is influenced by, among other things, (i) inherent limitations to risk management, (ii) business considerations such as Besi's risk appetite, (iii) the complexity of Besi's operations and (iv) the dynamic nature of our business environment. Certain risks remain outside of Besi's direct control as they depend on third parties or external circumstances beyond Besi's influence.

The principal risks Besi faces, Besi's risk management framework and its risk appetite are described under [Risk Management](#) in this Annual Report.

Based on its assessment and with reference to provision 1.4.3 of the Dutch Corporate Governance Code, the Board of Management confirms to the best of its knowledge that, for the year ended December 31, 2025:

- This Annual Report provides sufficient insights into any failings in the effectiveness of Besi's internal control and risk management systems.
- Besi's internal control and risk management systems provide reasonable assurances that the financial reporting contains no material inaccuracies.
- Besi's internal control and risk management systems offer limited assurance that the [Sustainability Statement](#) in this Annual Report is free from material inaccuracies.
- The Board of Management is not aware that our internal control and risk management systems would not provide sufficient comfort that the operational and compliance risks as described in the [Risk Management](#) section of this Annual Report are effectively managed considering Besi's risk appetite, the complexity of the enterprise, the inherent limitations of such systems and other related disclosures in this Annual Report.
- It is justified that Besi's financial reporting is prepared on a going concern basis considering the current state of affairs.
- This Annual Report refers to those material risks and uncertainties which are relevant to Besi's continuity for the twelve months following the preparation of this Annual Report.

Due to their inherent limitations, our internal control and risk management systems cannot guarantee that strategic, operational, compliance and reporting objectives will always be achieved nor can they prevent all errors, inaccuracies, fraud, operational issues or instances of non-compliance with laws and regulations.

Explanation of deviations from the Dutch Corporate Governance Code

Deviations from the Dutch Corporate Governance Code are listed and explained below.

Provision 1.3.1

Since the internal audit function is the responsibility of the Board of Management, the appointment and dismissal of the senior internal auditor by the Board of Management is not submitted for approval to the Supervisory Board. Instead, the Supervisory Board only oversees the appointment and dismissal of the senior internal auditor.

Provision 1.4.2 item v

The sensitivity of Besi's results to material changes in external factors is not provided for competitive reasons. For a detailed description of material risks, reference is made to [Risk Management](#) in this Annual Report.

Provision 2.2.1

Besi respects the rights of the member of the Board of Management who was a member at the time of the first implementation of the Dutch Corporate Governance Code. For that reason, there was no adjustment of his employment agreement.

Provision 3.2.3

Besi respects the rights of the member of the Board of Management who was a member at the time the Dutch Corporate Governance Code became effective. For that reason, it did not adjust his employment agreement as it was signed prior to that date.

Provision 4.2.3

Besi acknowledges the importance of disclosing material information to all shareholders similarly at the same moment in time. It is currently not practically possible to make every meeting and presentation to analysts and investors accessible to all shareholders. As far as practicably possible, meetings and presentations will be announced and posted on Besi's website: www.besi.com.

Disclosures required by the Dutch Decree Article 10 of the Takeover Directive

Under the Dutch Decree Article 10 of the Takeover Directive, Besi, being a company whose securities are admitted to trading on a regulated market, must disclose the following information in its Annual Report:

- As of December 31, 2025, Besi's issued share capital consisted exclusively of ordinary shares. Information about Besi's share capital structure can be found in Besi's equity structure in the [Shareholder Information](#) section and in [Note 22 Equity](#) in the Notes to the Consolidated Financial Statements. Information on the rights and obligations attached to such shares can be found in Besi's articles of association.

- The Company has not imposed any limitations on the transfer of ordinary shares.
- The Company is not aware of any shares having been exchanged for depositary receipts of shares.
- The Company's articles of association do stipulate a blocking procedure for the transfer of preference shares.
- The Company is not aware of any agreements with shareholders which may result in restrictions on the transfer of shares or the exercise of any voting rights.
- Information concerning ownership interests in the Company's ordinary shares as per AFM notification can be found in the [Shareholder Information](#) section under "Ownership interests in the ordinary shares".
- There are no special control rights attached to the shares.
- There is no system of control regulating any scheme granting employees' rights to acquire shares in the share capital of the Company or of a subsidiary where the control rights are not exercised directly by the employees.
- No restrictions or deadlines apply to the exercise of voting rights.
- The Company's articles of association contain the following information:
 - The appointment and dismissal of members of the Board of Management or Supervisory Board members which are also summarized in "Appointment and replacement of members of the Board of Management" and "Appointment and replacement of members of the Supervisory Board".
 - The amendment of the Company's articles of association which is also summarized in "Amendment of Besi's articles of association".
 - The powers of the Board of Management.
 - The issuance of shares in the share capital of the Company and the repurchase of shares in the share capital of the Company (including the powers of the Board of Management related thereto) which are also summarized in "Issuance of ordinary shares and pre-emptive rights", "Issuance of preference shares" and "Repurchase and cancellation of shares" in the [Shareholder Information](#) section.
- The Company is not a party to any material agreements which take effect or are altered or terminated upon a change of control of the Company following a takeover bid other than (i) the agreement between the Company and the Foundation by which the Foundation has been granted a call option (reference is made to "Besi's equity structure" and "The Foundation" in [Shareholder Information](#) section and "Preference Shares" in [Other Information](#)) and (ii) in Besi's revolving credit facility and the indentures governing its Convertible Notes due 2029 and its Senior Notes due 2031.
- There is no agreement between the Company and the member of the Board of Management if his employment ceases due to a takeover bid.

Director's Statement of Responsibilities

In accordance with statutory provisions, the member of the Board of Management states, to the best of his knowledge, that:

- The Financial Statements provide a true and fair view of the assets, liabilities, financial position and results for the financial year of Besi and its subsidiaries included in the consolidation as a whole.
- The Report of the Board of Management provides a true and fair view of the position at the balance sheet date and of the performance of the business during the financial year of Besi and its subsidiaries, details of which are contained in the Financial Statements. The Report of the Board of Management provides information on any material risks to which Besi is exposed.

Board of Management
Richard W. Blickman

February 18, 2026

Remuneration Report



2025 Remuneration Report

Introduction

Besi's Board of Management and Supervisory Board are pleased to present the 2025 Remuneration Report to stakeholders. The Remuneration Committee (the "Committee") concluded that the Board of Management delivered solid results this year with respect to the key metrics most relevant to the Company's short- and long-term sustainable value creation and business objectives despite a challenging mainstream assembly equipment market whose downward phase extended for a third year. Besi, under the leadership of the Board of Management, has effectively navigated this adverse environment at attractive financial performance while significantly increasing its AI-related order growth and development spending to capitalize on revenue opportunities in the next market upturn. In addition, we have significantly increased our revenue and profitability this cycle versus the prior downturn in 2017-2019 due to the success of our leading edge advanced packaging systems for AI applications and the successful implementation of strategic initiatives to limit overhead development.

Consideration of the resolution of the 2025 Annual General Meeting on the 2024 Remuneration Report

Shareholders play an important role in our success by providing invaluable support, market and industry feedback and engaging in long-term relationships essential to our growth. We appreciate their continued commitment and strive to keep them well-informed. Besi maintains extensive and ongoing dialogue with its global shareholder base via an active investor relations program comprised of one-on-one investor calls, fireside chats with groups of investors, conferences in North America, Europe and Asia, investor visits to our facilities and frequent conversations with industry analysts on topics including Besi's business development, prospects, sustainability and corporate governance. This open dialogue underpins our vision for long-term sustainable value creation while balancing the interests of all stakeholders.

The current Remuneration Policy for members of the Board of Management was approved by 94.7% of shareholders at the Annual General Meeting ("AGM") held on April 26, 2023. In contrast, 39.1% of shareholders voted in favour of an advisory vote on the 2024 Remuneration Report at the 2025 AGM. The Committee has considered the points of concern expressed by shareholders and takes them into account when making future remuneration proposals. Our understanding of the concerns expressed at the 2025 AGM were as follows:

Shareholder and proxy advisor concern	Besi response
Some stakeholders were opposed to the discretionary nature and quantum of the additional LTI performance shares granted to the member of the Board of Management in January 2024 (which was in accordance with the prior Remuneration Policy 2020-2023).	The January 2024 award was granted in accordance with the prior Remuneration Policy 2020-2023 for exceptional value creation and was the last tranche of this award type. As such, all discretionary additional LTI grants have been phased out of Besi's pay practices as per the current approved Remuneration Policy. In compliance with market practice, Board of Management members now receive a base salary and, depending on performance outcomes, are entitled to an award based on short-term and long-term performance which we believe is in line with market practice.
Some stakeholders voiced concerns regarding the robustness of the 2024 short-term incentive targets.	The Committee sets performance criteria and targets in alignment with Besi's strategic and long-term sustainable value creation objectives. We believe that the targets set are in accordance with the ambitious goals for at-target and at-maximum opportunity levels in a highly competitive and volatile market. The Committee applies a disciplined pay-for-performance framework to make remuneration proposals, utilizes third party compensation consultants and strives to ensure that the remuneration of the member of the Board of Management is aligned with Besi's overall performance and shareholder value creation.

The Committee remains committed to ongoing shareholder engagement in order to meaningfully address feedback from shareholders and to evaluate on an ongoing basis the most important elements of our Remuneration Policy and practices in alignment with Besi's vision for long-term sustainable value creation.

Remuneration

As per the approved Remuneration Policy 2024, the Board of Management will receive payments from: (i) base salary, (ii) benefits, (iii) pension, (iv) cash-based and equity-based STI and (v) a conditional award of LTI performance shares.

The Supervisory Board will continue to set challenging goals for both short-term and long-term incentive plans in alignment with our strategy and shareholder expectations. The Committee is aware of the many challenges Besi faces in a highly dynamic and competitive semiconductor equipment industry as we endeavor to deliver the results our shareholders expect in this new generative AI era. The Committee will continue to incorporate and set metrics and goals at levels that properly incentivize our Board of Management to meet and exceed those expectations while maintaining a strong alignment between their rewards, the outcomes they deliver and long-term sustainable shareholder value creation. Furthermore, regular scenario analyses are undertaken by the Committee when analyzing and formulating the Remuneration Policy of the member of the Board of Management and an annual performance analysis is undertaken for the outstanding LTI/Performance Share Plan ("PSP") awards.

Fixed pay considerations

Each year, the Committee reviews the base salary of the member of the Board of Management. The Committee considers the totality of information available and aims to apply their business judgement to the best extent possible when determining an appropriate salary level. During the year under review, the Committee conducted a fixed pay review. After this review, the Board decided to increase the base salary of the member of the Board of Management from € 700,000 in 2024 to € 900,000 effective as from January 1, 2025.

As part of the review, they considered the following factors:

- *Assessing the competitiveness of Besi's executive pay levels relative to the Remuneration Reference Group ("Reference Group")*: The Committee considered pay levels of other executives with similar roles and responsibilities within our Reference Group as part of its assessment. The Board also reviewed other peers, such as our AEX peers, when assessing the competitiveness of the executive remuneration offered. The approved Remuneration Policy is designed to attract and retain qualified, experienced and talented executives in a highly competitive market and states that the Board of Management salary level should ideally be set between the median and the 90th percentile of the Reference Group. As such, a benchmarking exercise was conducted which determined that the salary of the member of the Board of Management was (i) below the median of the fixed remuneration level of the Reference Group companies at the 43.75th percentile, (ii) was below the lower quartile range for AEX companies and that (iii) his Total Direct Compensation ("TDC") was at the 40th percentile of the Reference Group. As a result, the Supervisory Board decided to set the new base pay at the 68.75th percentile of the Reference Group which was approximately at the mid-point between the median and 90th percentile of the Reference Group as per Remuneration Policy guidelines.

- *Assessing Besi's performance relative to the Reference Group*: The Supervisory Board considered that Besi's performance, led by the member of the Board of Management, has consistently provided above median performance relative to its Reference Group with respect to key financial metrics, cashflow generation, capital allocation and stock price performance.
- *Assessing any impacts on Besi's internal pay equity*: The Committee evaluated the Board of Management's remuneration and pay ratios within Besi and its affiliated companies in accordance with the Committee's terms of reference to ensure that the remuneration structure was consistent and in internal alignment with the remuneration of other Company employees to support a shared purpose. The Committee also recognized that the member of the Board of Management's base salary development since 2018 has not kept pace with the salary growth rate of Besi's general workforce. As a result, the Committee considered that the proposed salary increase was also in alignment with the long-term pay development of the general workforce.

In the aggregate, the Committee determined that the proposed salary increase for the member of the Board of Management (i) was justified to ensure market competitiveness, (ii) was in alignment with Besi's performance relative to the Reference Group as per the Remuneration Policy and (iii) recognized the CEO's exceptional leadership in delivering long-term sustainable shareholder value creation.

2025 performance and compensation determination under variable pay awards

Besi's executive remuneration program is guided by a pay-for-performance philosophy and is designed to align Board of Management pay with its shareholders' interests. Accordingly, a substantial portion of our Board of Management's total compensation is based on Besi's performance under certain financial and non-financial targets. Information on variable pay awards which vested in 2025 is summarized below:

Short-Term Incentive Plan ("STI") outcome:

- *Financial metrics (70% of STI)*: The financial metrics assessed were (i) Net margin (50% of the financial target area), (ii) Return on average equity (25% of the financial target area) and (iii) Cash flow from operations as % of revenue (25% of the financial target area). We believe the targets were challenging and consistent with our operating plan and business strategy. The Board of Management exceeded expectations with respect to the focused and diligent execution of revenue and cost reduction initiatives consistent with its strategic plan. In addition, the Board of Management delivered results above the maximum target levels for each of its financial metrics, demonstrating exceptional performance. As a result, the Supervisory Board considers that the corresponding pay outcomes were in alignment with our overall performance.
- *Non-financial metrics (30% of STI)*: The ten, equally-weighted, non-financial metrics included topics such as product and market strategy, sustainability, operations, R&D, customers and/or leadership. We are pleased to see that the Board of Management exceeded expectations in this target area.

As a result, and upon the recommendation by the Committee after satisfactory review of the targets and outcomes achieved related thereto, the Supervisory Board awarded the member of the Board of Management a cash bonus equal to 150% of the annual base salary, or € 1,350,000, and an equity bonus equal to 350% of the annual base salary, or € 3,150,000.

Long-Term Incentive Plan (“LTI”) outcome:

The 2023-2025 LTI performance share award that will vest in 2026 was based upon:

- Net income as a % of revenue (50% of LTI): Besi delivered results above the maximum target level, which resulted in a vesting of 75% of the award.
- Relative total shareholder return (“TSR”) (50% of LTI): Besi ranked fourth within the TSR comparator group, which resulted in a vesting of 66.7% of the total award.

As a result, 141.7% of the 20,604 shares related to the 2023-2025 performance share award will vest on April 23, 2026.

The next two sections in this report include the following topics:

- Summary of the approved Remuneration Policy 2024:* a summary of the Remuneration Policy provisions that guide the Committee’s proposals on Board of Management and Supervisory Board pay matters.
- Application of the Remuneration Policy in 2025:* includes the disclosure of the decisions and rationale supporting the Board of Management’s compensation earned in 2025.

Remuneration Policy 2024

The following is a summary of Besi’s Remuneration Policy which was adopted on April 26, 2023 and is applicable during the period 2024-2027. For more information, please see the Remuneration Policy 2024 which is available on our website: www.besi.com.

Remuneration Reference Group

The components underlying the remuneration of the Board of Management are regularly compared to a remuneration reference group of companies selected based on industry, size, profitability, market capitalization and geography (the “Reference Group”). The following companies are included in the current Reference Group.

Remuneration Reference Group

Aixtron SE	NXP Semiconductors N.V.
ams Osram AG	Siltronic AG
ASM International N.V.	SMA Solar Technology AG
Elmos Semiconductor SE	Soitec SA
Entegris, Inc.	STM Microelectronics N.V.
FormFactor, Inc.	SUESS MicroTec SE
KLA Corporation	Teradyne Inc.
Kulicke and Soffa Industries, Inc.	

The Supervisory Board will regularly review the composition of the Reference Group to ensure an appropriate composition in the context of a dynamic and competitive semiconductor industry and may adjust it over time.

1. Base salary

Each year, the Supervisory Board reviews the fixed annual base salaries of members of the Board of Management and will consider adjustments related thereto. The Supervisory Board may consider various factors when determining any changes to base salaries including (i) the development of base salaries for Besi employees globally, (ii) benchmark data using the Reference Group, (iii) business performance, (iv) role, (v) scope, (vi) market practice in relevant countries, (vii) historical salary levels and (viii) the experience and individual contribution of members of the Board of Management. In general, the base salary is set by the Supervisory Board between the median and the 90th percentile of the Reference Group.

2. Benefits

Benefits awarded to the Board of Management such as expense allowance, medical insurance and social security premiums are linked to base pay and are in accordance with generally prevailing market practice.

3. Pension

Different pension arrangements are provided to the Board of Management based on the salaries, local customs and rules existing in their countries of origin. A defined contribution scheme is in place for statutory directors of whom the CEO is currently the only one. The pension contribution on behalf of the statutory director is based on a premium ladder as in effect from 2014 of which a portion is funded directly to his personal pension account as a tax-exempt contribution and the remaining balance is paid as a taxable pension allowance which can be used to build up his net pension on a voluntary basis.

4. Short-Term Incentive (annual performance-based cash and equity-based bonus)

The annual bonus opportunity is linked to the achievement of pre-determined performance conditions based on financial and non-financial criteria as determined by the Supervisory Board and closely aligned with Besi's business strategy and long-term sustainable value creation. Performance measures are based on a pre-defined list against which targets are set by the Supervisory Board on an annual basis.

The total Target STI level under the 2024 Plan is set at 300% of base salary of which one-third will be cash-based and two-thirds will be share-based. As such, the target for the cash-based STI will equal 100% of base salary with a maximum payout equal to 150% of base salary. For the share-based component, the target will be set at 200% of base salary with a maximum equal to 350% of base salary. The share-based component of STI will be determined following the assessment by the Supervisory Board of the STI targets achieved and will be subject to a five-year holding period to further ensure long-term shareholder alignment and sustainable value creation.

5. Long-term Incentive (annual conditional award of performance shares)

The Long-Term Incentive for the member of the Board of Management consists of a conditional award of performance shares. The award represents a conditional right to receive a certain number of Besi shares depending on the achievement of pre-determined financial and market performance objectives set by the Supervisory Board as described below, measured over a three-year performance period and subject to continued service.

Net income as a percentage of revenue:

- Weighting: 50% of total LTI.
- Choice for KPI: It is considered a key measure for creating sustainable long-term shareholder value and therefore is an important component of Besi's long-term strategy.

Relative Total Shareholder Return ("TSR"):

- Weighting: 50% of total LTI.
- Choice for KPI: It is considered a key metric for measuring the development of shareholder value by comparing Besi's TSR relative to its comparators in the semiconductor equipment industry and is appropriate to align the interests of members of the Board of Management with those of shareholders.
- Method of assessment: The development of Besi's share price including the reinvestment of dividends over a three-year performance period will be compared to a comparator group of 21 semiconductor equipment companies whereby a three month share price average will be applied at the start and the end of the TSR performance period. The composition of the comparator group will be reviewed annually by the Supervisory Board and, if required, will be adjusted in case of delisting, change of control or changes to the performance, size and market value, among other considerations, of the companies involved which could affect comparability.

The TSR comparator group currently consists of the following companies:

TSR comparator group	
Aixtron SE	Kulicke & Soffa Industries, Inc.
Applied Materials, Inc.	Lam Research Corporation
ASM International N.V.	MKS Instruments, Inc.
ASML Holding NV	Nova Ltd.
ASM Pacific Technology Ltd.	Onto Innovation, Inc.
Axcelis Technologies, Inc.	SÜSS MicroTec SE
Cohu, Inc.	Teradyne Inc.
DISCO Corporation	Tokyo Electron Ltd.
Entegris, Inc.	Tokyo Seimitsu Co., Ltd.
FormFactor, Inc.	Veeco Instruments, Inc.
Jenoptik AG	

Award of performance shares

The number of annual conditional performance shares to be awarded annually will be determined by the Supervisory Board based on a target level which equals 200% of the individual's gross annual base salary and is calculated based on the average closing price of Besi's ordinary shares for all trading days in the calendar quarter immediately preceding the start of the relevant three-year performance period.

Vesting of performance shares

The number of performance shares that become unconditional (i.e. vested shares) will be determined at the end of a three-year performance period based on Besi's actual performance during such performance period. Vested shares will be subject to a two-year holding period which means that members of the Board of Management will have to retain such shares for two years following the vesting date. However, members of the Board of Management are allowed to sell sufficient shares to cover their income tax liability following the vesting and transfer of the performance shares.

Performance versus payout

Metric and weighting as % of total award	At minimum performance	At target performance	At maximum stretched performance
	as % of the individual's gross annual base salary		
Net income as % of revenue (50% of LTI)	0%	100%	200%
Relative TSR performance (50% of LTI)	0%	75%	200%
Total number of shares vesting	0%	175%	400%

The number of performance shares that will vest according to Besi's TSR performance is based on the actual absolute ranking of Besi within the comparator group and will vest in a range between 0% and 200% of the total number of performance shares awarded to the individual. Vesting is determined based on the following schedule whereby straight-line vesting percentages are applied for ranking levels between the median range and the Top 3 levels:

Besi TSR ranking relative to comparator group	Vesting percentage
Top 3	200%
Rank 4-10	75-200% (linear interpolation)
Rank 11 (median range)	75%
Rank 12 – Rank 22	0%

Clawback and ultimate remedium

The Short-Term Incentive and Long-Term Incentive components for members of the Board of Management as described above are subject to clawback provisions. In addition, risk assessment tests are in place and measures are included in the variable remuneration documentation for members of the Board of Management to ensure that shareholders' interests are protected. In this respect, the Supervisory Board holds the discretionary authority to reclaim all or part of the Short-Term Incentive and Long-Term Incentive if such variable remuneration has been made based on incorrect financial data or other data or in the case of fraud, gross negligence, willful misconduct or any activity deemed detrimental to the Company. This clawback provision is applicable to both the vested and unvested part of Long-Term Incentive components as well as deferred Short-Term Incentive awards (malus).

Application of the Remuneration Policy in 2025

This section refers to the decisions made during the year under review according to the 2024 Remuneration Policy. The only member of the Board of Management in 2025 was Richard W. Blickman, Besi's CEO.

1. Base Salary

At the end of 2024, the Board of Management member's base salary was reviewed by the Committee. After this review, the Supervisory Board upon recommendation of the Committee decided to increase the base salary of the Chairman of the Board of Management from € 700,000 in 2024 to € 900,000 effective as from January 1, 2025. These decisions were considered using several factors, including:

- An external assessment of executive remuneration levels relative to the Reference Group.
- Consideration of Besi's business and financial development and as compared to the industry, particularly its performance relative to the Reference Group.
- Internal assessment of pay levels and their alignment with the long-term pay development of the general workforce.

The Supervisory Board upon recommendation of the Committee decided that the 2026 base salary of the CEO will remain unchanged at € 900,000.

Further information on the Committee's process and considerations can be found in the Introduction section of this Remuneration Report under fixed pay considerations.

2. Benefits

Other benefits include expense compensation, medical insurance and social security premiums.

3. Pension

Since the CEO has reached the applicable retirement age in the Netherlands, contributions to all of his pension plans have terminated. Any pension contribution is based on the premium ladder in the policy (32% of base salary) and is paid as a taxable allowance.

4. Short-Term Incentive (annual performance-based bonus paid partially in cash and partially in equity)

The proportion of the award that can be and was allocated to cash- and to equity-at-target opportunity and maximum opportunity in 2025 is disclosed in the table below:

Goals		Target Opportunity (as a % of base salary)			Maximum Opportunity (as a % of base salary)			Board of Management Opportunity Achieved in 2025 (as a % of base salary)		
		Cash	Equity	Total	Cash	Equity	Total	Cash	Equity	Total
Financial Targets	70%	70	140	210	105	245	350	105	245	350
Non-financial Targets	30%	30	60	90	45	105	150	45	105	150
	100%	100	200	300	150	350	500	150	350	500

Approach to evaluating executive performance and determining 2025 STI remuneration

The Committee assesses executive performance through a robust evaluation and decision-making process against stringent pre-established financial and non-financial goals. Our process includes the consideration of financial results and progress against strategic priorities which provides flexibility to assess both quantitative and qualitative results. The process also aligns variable remuneration awards against the Company's long-term value drivers. Actual performance versus goals and any other relevant performance information are reviewed closely by the Committee.

For 2025, the Committee chose the metrics Net margin, Return on average equity and Cash flow from operations as a % of revenue to evaluate short-term performance because they are considered the most important factors in determining our profitability, cash flow generation and capital allocation efficiency in an extended industry downturn. The targets were set as percentages rather than as specific numerical goals because we participate in a highly dynamic and cyclical industry wherein absolute revenue and profitability can vary significantly from year to year and do not always reflect our internal and the market's evaluation of our strategic and financial execution and prospects. The Committee also reviewed such metrics versus our peers and evaluated other important comparative metrics such as orders, gross and operating margins and market share development. The Committee believes its use of business judgement is in the best interest of Besi's shareholders, customers and clients, employees and the communities served and ultimately considered that the Board of Management's outstanding achievements were an accurate reflection of performance versus the challenging targets originally set. Therefore, the Supervisory Board is satisfied with awarding the member of the Board of Management:

- (i) Cash-component bonus equal to 150% of annual base salary (€ 1,350,000).
- (ii) Equity-component bonus equal to 350% of annual base salary (€ 3,150,000).

In total, the CEO's STI award resulted in the achievement of 500% of his annual base salary with a cumulative fair value of € 4,500,000.

The 2025 STI performance targets and achievements were as follows:

Performance versus the financial target levels by the member of the Board of Management (70% of STI)

Pre-defined financial performance objectives	Weighting	At threshold	Target	Maximum	Actual achievement
Net margin	50%	5%	11%	20%	22.3%
Return on average equity	25%	15%	20%	25%	28.7%
Cash flow from operations as % of revenue	25%	15%	20%	25%	30.1%

All pre-defined financial performance objectives were above maximum.

Performance versus non-financial targets by the member of the Board of Management (30% of STI)

The Committee reviewed the performance realized by the member of the Board of Management with respect to ten equally weighted and pre-defined personal, non-financial and sustainability performance objectives, representing 30% of the potential total STI bonus, which are set forth below along with achievements against such objectives in 2025.

Pre-defined non-financial performance objectives	Weighting	Achievements 2025	Level of Vesting
<ul style="list-style-type: none"> Update Besi's Strategic Review and the initiatives related thereto. Identify resources, expenditures and timescale to carry out these initiatives and review quarterly with the Supervisory Board. The Strategic Review should include competitive analysis. 	10%	<ul style="list-style-type: none"> Successful navigation of industry downturn at attractive profitability levels aided by the execution of Besi's advanced packaging product strategy and strategic cost initiatives. Strategic Plan updated to include 2025-2029 period with new revenue and cost initiatives and targets set to drive Besi's growth over the next five years. Competitive product strategy analysis, market share evaluation, customer opportunities and management structure were also developed and reviewed. Long-term revenue target increased from € 1 billion+++ to a range of € 1.5 – € 1.9 billion. Increased collaboration with Applied Materials to enhance Besi's advanced packaging product strategy. 	Max
<ul style="list-style-type: none"> Define and investigate potential M&A roadmap; big picture and adding additional products. 	10%	<ul style="list-style-type: none"> Several deep dives performed on potential M&A candidates, particularly in wafer level assembly. Updated Strategic Plan also identified acquisition and strategic collaboration opportunities. 	Max
<ul style="list-style-type: none"> Progress on product strategy. 	10%	<ul style="list-style-type: none"> Expanded R&D investment continues. Spending increased 9.0% versus 2024 and represented 13.7% of revenue in 2025. Strategic focus on next generation AI datacenter and photonics applications and next assembly market upcycle. Market share increased in Besi's key addressable markets. First 50 nm accuracy hybrid bonding prototype system completed. Advanced TC bonder (TC Next) developed with 5µm bump pad pitch at 700 nm placement accuracy. First production orders received for TC Next systems from multiple customers and end-user markets. First production shipments to multiple customers of new flip chip system with higher accuracy and throughput for mainstream mobile and computing applications. Development of sub-micron accuracy multi module die attach system for advanced photonics assembly scheduled for introduction in the first half of 2026. First flip chip system orders for CMOS Image Sensor ("CIS") advanced cameras. Successfully completed enhancements as per plan for next generation platforms in anticipation of 2026 market upcycle. Gross margin of 63.3% achieved in 2025. Confirms Besi's leading market position in advanced packaging. Technology Advisory Board actively involved in evaluation of product strategy and advancements to Besi's AI strategy. 	Max

Pre-defined non-financial performance objectives	Weighting	Achievements 2025	Level of Vesting
<ul style="list-style-type: none"> Implement Management Development and Succession Planning for CEO, Management Team and key staff, including top performers. Review with the Supervisory Board. 	10%	<ul style="list-style-type: none"> Overall management succession plan reviewed bi-annually including key staff related thereto. Management organization reviewed in detail as part of the Strategic Plan update 2025-2029. The update identified personnel requirements and management resources necessary to achieve growth targets. No vacancies in senior management at year end 2025. Specific succession topics and planning for the Board of Management and Management Team members discussed with the Supervisory Board. 	Max
<ul style="list-style-type: none"> Implement the 2025 hybrid bonding and thermo compression bonding R&D programs (below 10 nm) for major customers. Continue to assess requirement, timescales and expenditures and report regularly on these important programs. Include assessment of account penetration. 	10%	<ul style="list-style-type: none"> Installation of 130+ hybrid bonders in the field. Cumulative orders of 150+ systems. Customer adoption expanded to 18 customers. New hybrid bonding customer use cases identified for ASIC and co-packaged optics applications. New hybrid bonding orders received from logic and memory manufacturers, foundries, research institutes and assembly subcontractors. First 50 nm accuracy hybrid bonding prototype system completed. Six integrated hybrid bonding production lines incorporating 30 hybrid bonders installed at a leading logic customer in collaboration with Applied Materials. Advanced TC Next bonder developed with 5µm bump pad pitch at 700 nm placement accuracy. 	Max
Hybrid bonding: <ul style="list-style-type: none"> Continue roll-out hybrid bonding to logic and memory applications. Develop partnership with Applied Materials to next level, installing integrated tools at major customers. Extend customer application lab for hybrid bonding and thermo compression bonding. 	10%	<ul style="list-style-type: none"> First production orders received for TC Next systems from multiple customers, research institutes and end markets. Customer service and support capabilities significantly expanded consistent with installed base growth. Doubled cleanroom capacity in Malaysia and advanced packaging capabilities in Singapore in support of hybrid bonding and TC Next growth. 	Max
<ul style="list-style-type: none"> Further enhance sustainability strategy as presented in our Annual Report 2024. Prepare for reporting based on CSRD. Prepare a plan to meet the Net Zero commitment as set out in the Annual Report. 	10%	<ul style="list-style-type: none"> Significant progress achieved versus Besi's 2026 sustainability targets. Successful preparation of ESRS aligned report for second consecutive year. Scope 1 & 2 and 3 emission intensity ratios declined by 16.7% and 4.1%, respectively, versus 2024. Reduction in absolute Scope 1 & 2 and 3 GHG emissions levels and fuel consumption. Design-to-X initiative significantly reduced energy consumption of three die bonding system platforms. Full benefits to be realized in 2026. Sustainability ratings improved with Sustainalytics, S&P Global and CDP. Besi Netherlands gained ISO 45001 certification. Seven of eight Besi operations now fully compliant. Employee survey indicated high levels of participation and engagement. Nine of ten categories equal to or above high-tech norm. Improvement in all supply chain engagement indicators versus 2024. 	Max

Pre-defined non-financial performance objectives	Weighting	Achievements 2025	Level of Vesting
<ul style="list-style-type: none"> People/wellbeing: employee health and safety, employee development and engagement, inclusion and diversity. 	10%	<ul style="list-style-type: none"> No fatalities in 2025. Two safety incidents both in 2025 and 2024. % of female managers increased to 19% versus 18% in 2024. 	Max
<ul style="list-style-type: none"> Responsible business: ethics and compliance, responsible supply chain, community impact, tax practices. 	10%	<ul style="list-style-type: none"> No reported violations of Besi's Code of Conduct. Improved performance versus responsible supply chain targets. Purchase volume to Sign General Work Agreement or General Procurement Contract increased from 64% in 2021 to 79% in 2025. Purchase volume Conflict to sign Free Sourcing Initiative increased from 66% in 2021 to 73% in 2025. Participated in several community outreach projects. Compliant with tax obligations where factual economic activities take place. 	Max
<ul style="list-style-type: none"> Capital allocation: optimize shareholder value through dividends, share repurchases, acquisitions and external financing. 	10%	<ul style="list-style-type: none"> Capital allocation of € 254.8 million. € 2.4 billion distributed since 2011 (including the dividend proposed for 2025) representing 33.5% of total revenue. € 100 million share repurchase program completed in October 2025. New € 60 million share repurchase plan initiated in October 2025. Dividend proposed of € 1.58 per share for the year 2025. Represents approximately 95% payout ratio. Successful conversion into equity of remaining 0.75% Senior Convertible Notes due 2027. Attractive return on average equity of 28.7% in 2025 maintained despite extended assembly market downturn. Five-year average return on average equity of 39.5% based on organic growth and effective capital allocation program. Significant improvement in shareholder value. Over past three years, Besi market value has increased by 139% to € 10.6 billion as per end of 2025. TSR of 3%, 155%, 216% and 2,076% over past one, three, five and ten years, respectively. Share price increased by 68% in 2025 post April low point. Shareholder value also enhanced via increased shareholder outreach including research coverage by 22 analysts and an increased number of investor conferences, fireside chats, site visits and research and investor calls during the year. 	Max
STI Non-financial performance TOTAL	100%		Max

5. Long-Term Incentive (annual conditional award of performance shares)

Granting of the 2025-2027 LTI shares

The at-target number of conditional performance shares awarded was calculated using 200% of the gross annual base salary of the member of the Board of Management divided by Besi's average closing share price for all trading days in the last calendar quarter of the year immediately preceding the start of the three-year performance period.

The number of shares that will actually vest will be based on the following predetermined performance conditions three years subsequent to the initial award date:

- (i) *Net income as a percentage of revenue (50% of LTI)*. The targets set are <5% (0% vesting), 5%-11.7% (0-50% vesting) and 11.7%-15% (50-100% vesting) for minimum, target and maximum performance, respectively.
- (ii) *Besi's share price development versus the TSR comparator group of 21 listed companies operating in the semiconductor equipment industry (50% of LTI)*. Vesting does not begin until median performance is met. The targets are: Rank 11 (37.5% vesting), Rank 10-4 (37.5%-100% vesting) and Top 3 (100% vesting) for minimum, target and maximum performance, respectively. The actual vesting percentage will be based on linear extrapolation between these ranks.
- (iii) The Long-Term Incentive is subject to continued employment.

Outstanding conditional grants made on an annual basis are as follows:

Conditional grants outstanding as of December 31, 2025	Performance period		
	2025-2027	2024-2026	2023-2025
Conditionally awarded at target	15,827	12,350	20,604
Average share price Q4 preceding year (€)	113.73	113.36	55.21
Year of vesting	2028	2027	2026
Range of shares potential vesting (0-200%/150%)	0-31,654	0-24,700	0-30,906

Vesting of the 2023-2025 LTI shares

Vesting of the 2023-2025 LTI shares was based on the following factors:

Target	Net Income as % of revenue over 3 years (50% of LTI)	Vesting percentage	Besi TSR ranking relative to comparator group (50% of LTI)	Vesting percentage*	Total LTI award vesting percentage
Maximum	11.7%-15%	50-75%	Top 3	75%	
Target	5%-11.7%	0-50%	Rank 6	50%	
Minimum	< 5%	0%	Rank 12	25%	
			Rank 13 - 20	0%	
Actual	27.6%	75%	Rank 4	66.7%	141.7%

* Vesting percentage based on linear extrapolation between Top 3, Rank 6 and Rank 12 levels.

As a result, 141.7% of the 20,604 shares (29,196 shares) related to the 2023 performance share award will vest on April 23, 2026 subject to the member of the Board of Management's continued employment until such date. The vested shares are subject to a two-year lock-up period except for those shares necessary to be sold to cover any withholding/income tax liabilities arising therefrom.

The following table presents the shares awarded or due to the member of the Board of Management for the last five reported financial years and unvested or subject to a holding period as of December 31, 2025:

Name of Director, position	The main conditions of share award plans					Information regarding the reported financial year						
						Opening balance	During the year			Closing balance		
	Specification of plan	Performance period	Award date	Vesting date	End of holding period	Shares awarded at the beginning of the year	Shares awarded	Performance adjustments	Shares vested	Shares subject to a performance condition	Shares awarded and unvested at year end	Shares subject to a holding period
R.W. Blickman, CEO	2021 add. PSP		Jan 21, 2021	Jan 21, 2021	Jan 21, 2026	-	-	-	-	-	-	100,000
	2021 PSP	Jan 1, 2021 - Dec 31, 2023	Apr 30, 2021	Apr 25, 2024	Apr 25, 2026	-	-	-	-	-	-	35,620
	2022 add. PSP		Jan 20, 2022	Feb 17, 2022	Feb 17, 2027	-	-	-	-	-	-	70,000
	2022 PSP	Jan 1, 2022 - Dec 31, 2024	Apr 29, 2022	Apr 23, 2025	Apr 23, 2027	18,565	-	-	18,565	-	-	18,565
	2023 add. PSP		Jan 19, 2023	Jan 19, 2023	Jan 19, 2028	-	-	-	-	-	-	88,020
	2023 PSP	Jan 1, 2023 - Dec 31, 2025	Apr 26, 2023	Apr 23, 2026	Apr 23, 2028	20,604	-	8,592	-	29,196	29,196	-
	2024 add. PSP		Jan 25, 2024	Jan 25, 2024	Jan 25, 2029	-	-	-	-	-	-	70,000
	2024 PSP	Jan 1, 2024 - Dec 31, 2026	Apr 25, 2024	AGM 2027	AGM 2027 + 2 years	12,350	-	-	-	12,350	12,350	-
	2025 PSP - STI	Jan 1, 2025 - Dec 31, 2027	Apr 23, 2025	Apr 23, 2025	Apr 23, 2030	-	26,074	-	26,074	-	-	26,074
2025 PSP	Jan 1, 2025 - Dec 31, 2027	Apr 23, 2025	AGM 2028	AGM 2028 + 2 years	-	15,827	-	-	15,827	15,827	-	
Total						51,519	41,901	8,592	44,639	57,373	57,373	408,279

Clawback and ultimate remedium

In accordance with Dutch law and the Remuneration Policy, the Short-Term Incentive and Long-Term Incentive components for the member of the Board of Management are subject to clawback provisions and ultimate remedium clauses. During 2025, no circumstances were identified by the Supervisory Board that could result in any adjustments or clawback.

Remuneration of the Board of Management

Remuneration of the member of the Board of Management recognized by the Company in its Financial Statements for the years ended December 31, 2025 and December 31, 2024 was as follows:

(€, except for performance shares)	Year ended December 31,	
	2025	2024
Base salary	900,000	700,000
Annual cash bonus	1,350,000	1,050,000
Other benefits ¹	330,773	273,133
Total cash benefits	2,580,773	2,023,133
Annual equity bonus	3,150,000	2,450,000
Equity compensation benefits: Incentive Plan ²	2,097,905	1,762,781
Total remuneration, excluding discretionary elements	7,828,678	6,235,914
Equity compensation benefits: additional performance shares related to prior year ³	-	10,419,500
Total remuneration	7,828,678	16,655,414
Conditional performance shares awarded ⁴	15,827	12,350

¹ Other benefits include expense compensation, medical insurance, employer social security contributions and for 2025 and 2024, a taxable pension allowance of € 288,000 and € 230,360, respectively.

² Expenses recognized in 2025 and 2024 for performance shares awarded from 2021 to 2025 made under the Incentive Plan as determined in accordance with IFRS.

³ Expenses recognized in 2024 for the additional performance share award of 70,000 shares which vested on January 25, 2024 as determined in accordance with IFRS.

⁴ Performance shares for 2025 and 2024 may vest in 2028 and 2027, respectively, subject to continued service and actual performance during the performance period 2025-2028 and 2024-2027, respectively.

Other remuneration information

The actual cash remuneration paid by the Company to the member of the Board of Management and the value of the vested equity remuneration for the member of the Board of Management for the years ended December 31, 2025 and 2024 were as follows:

(€)	Year ended December 31,	
	2025	2024
Base salary	900,000	700,000
Fringe benefits	330,773	273,133
Total fixed remuneration	1,230,773	973,133
One-year variable	4,500,000	13,919,500
Equity compensation benefits: Incentive Plan	4,194,280	4,844,320
Total variable remuneration	8,694,280	18,763,820
Total remuneration	9,925,053	19,736,953
Proportion of fixed and variable remuneration	12%/88%	5%/95%

The difference between the total remuneration of the member of the Board of Management in 2025 as recognized in the Company's Financial Statements (€ 7,828,678) and the actual cash remuneration paid and the value of the vested equity remuneration for the member of the Board of Management (€ 9,925,053) was primarily due to the share price appreciation experienced between the grant date and vesting date used for determining the value of LTI share-based compensation.

Loans

At the end of 2025, no loans, advances or guarantees were provided or outstanding to the member of the Board of Management in accordance with the Remuneration Policy.

Summary compensation and key performance metrics 2021-2025

The following table presents the items used to evaluate remuneration and company performance over the last five reported financial years:

	2025	2024	2023	Year ended December 31,		
				2022	2021	
<i>Director's actual cash remuneration and value of equity remuneration</i>						
R.W. Blickman, CEO	Board of Management (€)	9,925,053	19,736,953	10,461,238	9,383,482	8,698,528
	Annual change	-50%	89%	11%	8%	23%
<i>Company performance</i>						
	Net income as % of revenue	22.3%	30.0%	30.6%	33.3%	37.7%
	Total shareholder return (base 2018 = 100%)	930%	900%	913%	365%	457%
<i>Average actual cash remuneration and value of equity remuneration</i>						
	Employees of the Company, excluding CEO (€ thousands)	84.0	90.1	80.4	73.6	70.8
	Annual change	-7%	12%	9%	4%	4%
	Internal pay ratio*	93	196	115	115	128

* The internal pay ratio is calculated based on the annual total remuneration of the CEO relative to the average annual remuneration of the employees of the Company as reported in accordance with IFRS and in accordance with the requirements under the Dutch Corporate Governance Code. The Remuneration Committee noted that certain factors influence the internal pay ratio. The internal pay ratio of 93 in 2025 decreased as compared to 2024 as the total 2024 remuneration of the CEO as reported in accordance with IFRS included equity compensation benefits for additional performance shares related to prior year of € 10.4 million. The Remuneration Committee does not have a preferred ratio as the internal pay ratio is mainly affected by the value of the equity compensation awarded to the CEO and as such is significantly influenced by Besi's share price performance. Consequently, the remuneration of employees and the CEO should be aligned with applicable internal and external references for the relative weight of the position, responsibilities and performance.

Shares held by members of the Board of Management

Members of the Board of Management are expected to hold Besi shares as a long-term investment to better align their interests with those of shareholders. As per the 2024 Remuneration Policy, the Chairman of the Board of Management is expected to hold shares in an amount equal to three times his base salary (or € 2,700,000 based on his 2025 salary). Other members of the Board of Management are expected to hold shares in an amount equal to two times their base salary. The table below shows the holdings of the member of the Board of Management as of December 31, 2025:

Board of Management	2025 base salary in €	Number of shares held	Ownership ratio*
R.W. Blickman	900,000	1,492,357	222x

* The ownership ratio is calculated based on the number of shares held by the member of the Board of Management multiplied by Besi's share price at December 31, 2025 and then divided by his base salary.

Remuneration members of the Supervisory Board

The remuneration of the members of the Supervisory Board is reviewed on an annual basis. During the year under review, no changes were made to Supervisory Board fee levels.

The current remuneration of Supervisory Board members is as follows:

- Member of the Supervisory Board, including committee membership(s): € 86,750.
- Member of the Supervisory Board and Chair of a committee: € 91,750.
- Chair of the Supervisory Board: € 113,125.
- Meeting attendance fees, including conference calls: None.

The members of the Supervisory Board are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution.

The total cash remuneration of the members of the Supervisory Board for the five years ended December 31, 2025 was as follows, as reported by the Company:

(€)	Year ended December 31,				
	2025	2024	2023	2022	2021
R. Norbruis – Chair	113,125	113,125	52,800	-	-
N. Hoek – Member and Chair Audit Committee	91,750	91,750	66,000	66,000	66,000
C. Bozotti – Member and Chair Remuneration Committee	91,750	91,750	66,000	66,000	64,900
E. Eckstein – Member and Chair Nomination Committee	91,750	91,750	66,000	64,900	20,900
L. Oliphant – Member	86,750	86,750	68,700	62,700	41,800
Former members of the Supervisory Board:					
L.J. Hijmans van den Bergh	-	-	25,800	79,200	79,200
D.J. Dunn	-	-	-	-	22,000
M. ElNaggar	-	-	-	-	41,800
Total remuneration	475,125	475,125	345,300	338,800	336,600

Loans

At the end of 2025, no loans, advances or guarantees were outstanding for any member of Besi's Supervisory Board.

Report of the Supervisory Board



Report of the Supervisory Board

Annual Report

Besi is pleased to present its 2025 Annual Report prepared by the Board of Management. The Annual Report includes Besi's Financial Statements as prepared by the Board of Management for the financial year ended December 31, 2025. At its meeting on February 18, 2026, the Supervisory Board approved these Financial Statements. EY Accountants B.V. ("EY"), independent external auditors, duly examined the 2025 Besi Financial Statements and issued an unqualified opinion thereon.

The Supervisory Board recommends that the General Meeting of Shareholders adopts the 2025 Financial Statements as submitted by the Board of Management and approved by the Supervisory Board. The Board of Management, with the approval of the Supervisory Board, has also submitted a proposal to declare a cash dividend of € 1.58 per share for the year ended December 31, 2025.

Supervision

Besi has a two-tier board structure consisting of a Board of Management and a Supervisory Board that is responsible for supervising and guiding the Board of Management. The Board of Management is currently comprised of one member, Mr Richard Blickman. The Supervisory Board is currently comprised of five members, all of whom are considered independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. In the opinion of the Supervisory Board, the independence requirements referred to in best practice provisions 2.1.7 to 2.1.9 (inclusive) of the Dutch Corporate Governance Code have been fulfilled.

Name	Year first appointed	Year reappointed	Term end
Mr Richard Norbruis (Chair)	2023	-	2027
Mr Niek Hoek	2018	2022	2026
Mr Carlo Bozotti	2018	2022	2026
Dr Laura Oliphant	2021	2025	2029
Ms Elke Eckstein	2021	2025	2029

The Supervisory Board will propose to reappoint each of Mr Niek Hoek and Mr Carlo Bozotti as Supervisory Board members for two-year terms at Besi's Annual General Meeting of Shareholders on April 23, 2026.

Composition

The Supervisory Board considers its composition to be aligned with its objective for an adequate mix of knowledge and experience amongst its members in relation to the technological and global character of Besi's business as well as an adequate level of

knowledge and experience in financial, economic, technical, social and legal aspects of international business and government and public administration. The Supervisory Board believes that it has the requisite expertise, background, competencies and independence to carry out its duties properly and that all members have sufficient time to spend on their respective duties and responsibilities.

The Supervisory Board has a diverse composition in terms of experience, expertise, cultural or other background, competencies, education, gender identity, age and nationality. The current Supervisory Board male/female ratio of 60/40 is in compliance with Dutch law. The qualifications of a particular person and the requirements for the position shall in principle always prevail over all other factors and considerations when filling a vacancy unless otherwise required by Dutch law.

Meetings and attendance

In 2025, the Supervisory Board held six meetings (four in-person and two virtually). The Board of Management also organized two virtual update meetings for the Supervisory Board during the year. In addition, the Supervisory Board visited Besi's facilities in Switzerland, Malaysia and Singapore and met with local management.

During the year, the Audit Committee held four meetings to discuss the topics set forth below and the scope and results of EY's audit of the Financial Statements. EY attended two meetings of the Audit Committee in 2025. The Audit Committee separately met with EY once without the presence of the member of the Board of Management.

The Remuneration Committee met once in 2025 and the Nomination Committee met twice in 2025 to discuss the topics set forth below. The member of the Board of Management was not present during the Remuneration Committee meeting and Nomination Committee meetings.

Meeting attendance by individual Supervisory Board members was as follows:

Name	Supervisory Board	Audit Committee	Remuneration Committee	Nomination Committee
Mr Richard Norbruis	6/6	4/4	1/1	2/2
Mr Niek Hoek	6/6	4/4	1/1	2/2
Mr Carlo Bozotti	6/6	4/4	1/1	2/2
Dr Laura Oliphant	6/6	4/4	1/1	2/2
Ms Elke Eckstein	6/6	4/4	1/1	2/2

Supervisory Board meeting topics

Key topics discussed by the Supervisory Board during 2025 included:

Strategic

- Semi-annual reviews of current strategic planning initiatives and the principal risks associated therewith as well as the implementation of Besi's long-term sustainable value creation strategy.
- Review of an updated strategic plan for the period 2025-2029 by the Board of Management with the aid of a third-party consultant.
- Besi's technology roadmap and related research and development programs including a joint meeting with the CEO and the Technology Advisory Board.
- Potential strategic alliances and acquisitions.
- The hybrid bonding joint development agreement with Applied Materials.
- Sustainability-related topics including a review of Besi's current policies, strategies and performance more fully discussed in our [Sustainability Statement](#) in this Annual Report.
- Compliance with the CSRD and progress related thereto.
- Status updates related to Besi's strategic plan initiatives.

Financial

- Besi's annual budget as well as quarterly revised estimates related thereto.
- Quarterly business reviews and a review and discussion of Besi's 2026 annual budget with the Board of Management and senior management.
- Besi's capital allocation policy including the payment of € 172.8 million in cash dividends in May 2025, the completion of a € 100 million share repurchase program in October 2025 and the initiation of a new € 60 million share repurchase program effective October 24, 2025.
- The call for redemption and conversion into ordinary shares of the remaining principal amount of Besi's 0.75% Convertible Notes due 2027 in December 2025.
- The refinancing of the revolving credit facility renewed at January 7, 2026.

Operations

- The general risks associated with Besi's operations.
- The progress of Besi's product strategy for its sub-micron accuracy hybrid bonding and thermo compression bonding systems for AI applications.
- The progress of Besi's development programs for its other advanced packaging systems including new product introductions and enhancements to Besi's current portfolio for mobile, photonics and datacenter applications.
- The ongoing execution of cost reduction initiatives to reduce overhead levels.
- The expansion in 2025 of our Malaysian cleanroom production capacity and Singaporean advanced packaging support capabilities and an expansion of our Vietnam production facility.

- The ongoing operational development of Besi's processes, procedures, ERP and IT systems.
- The assessment and review provided by the Board of Management of the structure and operation of Besi's internal control and risk management systems as well as any significant changes thereto.

Governance

- The functioning and performance evaluation of the Board of Management, Supervisory Board, Audit Committee, Remuneration Committee and Nomination Committee and the individual members of the Supervisory Board.
- A self-assessment conducted by the Supervisory Board (without the presence of the member of the Board of Management), the results of which concluded that there is a proper mix of background and skills at the Supervisory Board level and that the Supervisory Board works well as a team with open and direct communication.
- Succession planning and related career development programs for members of senior management and key Besi staff.
- The remuneration of the Board of Management and the Remuneration Report.
- The compensation of the Supervisory Board.

Capital allocation policy

The Board of Management is responsible for Besi's optimal capital allocation and has adopted a policy which aims to enhance shareholder returns via dividends and share repurchases.

Due to Besi's earnings and cash flow generation in 2025, the Board of Management, with the approval of the Supervisory Board, will propose a cash dividend to shareholders equal to € 1.58 per share for 2025 for approval at Besi's Annual General Meeting of Shareholders on April 23, 2026.

On August 31, 2024, Besi announced a € 100 million share repurchase program effective September 1, 2024. Under the program, Besi repurchased a total of 870,825 of its ordinary shares between September 1, 2024 (inception) and October 21, 2025 (completion) at an average price of € 114.83, representing an aggregate amount of € 100 million. On October 23, 2025, Besi announced a new € 60 million share repurchase program effective October 24, 2025. The program is aimed at general capital reduction purposes and to help offset dilution related to Besi's Convertible Notes and shares issued under employee stock plans. It is funded using available cash resources and is expected to be completed by October 2026. Besi repurchased a total of 83,323 of its ordinary shares between October 24, 2025 (inception) and December 31, 2025 under the new plan at an average price of € 135.31 representing an aggregate amount of € 11.3 million.

Supervisory Board committees

The Supervisory Board has established three committees, the Audit Committee, the Remuneration Committee and the Nomination Committee. These committees operate under the terms of reference approved by the Supervisory Board.

Audit Committee

The Audit Committee consists of all Supervisory Board members. The Chair is Mr Niek Hoek who is considered a financial expert. The Audit Committee fulfills its responsibilities by carrying out the activities enumerated under its terms of reference including assistance provided to the Supervisory Board in fulfilling its oversight responsibilities in its review of:

- The effectiveness of Besi's internal control and risk management systems and the internal audit function as described under [Risk Management](#) and in the chapter [Internal control and risk management](#) under Corporate Governance in this Annual Report, including the way of substantiating the statement meant in provision 1.4.3 of the Dutch Corporate Governance Code.
- The analysis and assessment provided by the Board of Management of the structure and operation of Besi's internal control and risk management systems and any significant changes thereto.
- Besi's capital structure, financing and treasury operations.
- Besi's European and global tax structure and transfer pricing policy including, in particular, developments affecting fiscal Base Erosion and Profit Shifting ("BEPS").
- Auditing, accounting and financial reporting processes and critical accounting policies, new accounting pronouncements and the further development of International Financial Reporting Standards as adopted by the EU ("IFRS").
- Auditing, accounting and reporting of non-financial sustainability reporting.
- The quality of work, reporting, expertise and independence of EY, Besi's independent external auditor, on a regular basis including, in particular, the appropriateness of non-audit services provided.
- The terms of EY's engagement including the scope of the audit, the materiality thresholds to be used and the audit fee.
- The approval of non-audit/assurance services by EY.
- The receipt, retention and treatment of complaints and the anonymous submission of confidential concerns by employees involving accounting matters on the basis of Besi's Whistleblower procedure, which can be found on the Company's website: www.besi.com.
- IT deployment including ongoing enhancements to Besi's global ERP system.
- Besi's cyber security profile including risks and measures available to counter the rising threat of cybercrime and cyber terrorism.

The Audit Committee's terms of reference are posted on Besi's website: www.besi.com.

Remuneration Committee

The Remuneration Committee consists of all Supervisory Board members. The Chair of the Remuneration Committee is Mr Carlo Bozotti. It has the following responsibilities with respect to remuneration for which it fulfills its obligations by:

- The proposal to the Supervisory Board of the Remuneration Policy to be pursued.
- The review and proposal on an annual basis of the goals and objectives related to the remuneration of the Board of Management.
- The proposal to the Supervisory Board for the remuneration of the Board of Management within the scope of the Remuneration Policy as adopted by the General Meeting of Shareholders. Such proposal shall, in any event, deal with:
 - The strategic objectives for the implementation of long-term sustainable value creation.
 - The remuneration structure.
 - The amounts of the fixed and variable remuneration components and the ratio thereof.
 - The financial and personal performance criteria used.
 - The development of the market price of the ordinary shares.
 - The scenario analyses carried out.
 - Company-wide pay ratios.
 - The terms and conditions governing conditional share awards or share options.
 - The overall compliance with the requirements imposed by the Dutch Civil Code and the Dutch Corporate Governance Code.
- Overseeing Besi's equity incentive plans.
- Preparing the Remuneration Report.

The Remuneration Committee's terms of reference are posted on our website: www.besi.com.

Remuneration Report

The [Remuneration Report](#) is included in a separate section of this Annual Report.

The Nomination Committee

The Nomination Committee consists of all Supervisory Board members. The Chair of the Nomination Committee is Ms Elke Eckstein. It has the following responsibilities with respect to the selection and nomination of Supervisory Board members and members of the Board of Management for which it fulfills its obligations by:

- Determining selection criteria and appointment procedures for Supervisory Board members and members of the Board of Management.
- Periodically assessing the size and composition of the Supervisory Board and the Board of Management and making proposals for the composition profile of the Supervisory Board.

- Periodically assessing the functioning of individual Supervisory Board members and members of the Board of Management and providing reports to the Supervisory Board.
- Creating and updating succession plans for Supervisory Board members and members of the Board of Management.
- Making proposals for appointments and reappointments.
- Supervising the policy of the Board of Management on selection criteria and appointment procedures for senior management.

The Nomination Committee's terms of reference are posted on our website: www.besi.com.

Corporate governance

The Supervisory Board acknowledges the importance of good corporate governance, the most important elements of which are transparency, independence and accountability. It continuously reviews important corporate governance developments. Reference is made to the Corporate Governance section of this Annual Report. Deviations from the Dutch Corporate Governance Code are explained in that section.

The Supervisory Board would like to express its thanks and appreciation to all involved for their hard work and dedication to Besi in 2025. In particular, we would like to thank management and employees for their actions taken this year to help Besi achieve an excellent performance in a challenging industry environment.

The Supervisory Board
Richard Norbruis, Chair

February 18, 2026

Board of Management, Supervisory Board and Technology Advisory Board Members



Board of Management, Supervisory Board and Technology Advisory Board Members

Board of Management

Richard W. Blickman (male, 1954)

Dutch nationality
Appointed since 1995

Chief Executive Officer, Chairman of the Board of Management

Supervisory Board

Richard Norbruis (male, 1957)

Chair
Dutch nationality
Member since 2023
Current term 2023 – 2027

Partner at Norbruis Clement Advocaten

Additional functions

Chairman of Stichting Administratiekantoor van gewone aandelen A Van Lanschot Kempen.

Carlo Bozotti (male, 1952)

Italian and Swiss nationality
Member since 2018
Current term 2022 – 2026

Industrial Partner of FSI, private equity firm

Additional functions

Non-executive member of the board of directors of Nice S.p.A. and Polar Semiconductor, LLC.

Laura Oliphant (female, 1963)

American nationality
Member since 2021
Current term 2025 – 2029

Managing Partner of Serendibite Partners

Additional functions

Non-executive member of the board of directors of Aehr Test Systems and USA Triathlon.



From left to right: Carlo Bozotti, Elke Eckstein, Niek Hoek, Richard Norbruis, Laura Oliphant and Richard Blickman.

Elke Eckstein (female, 1964)

German nationality
Member since 2021
Current term 2025 – 2029

Non-executive member of the board of directors of Jenoptik, KK Wind, Saferoad and ViaCon.

Niek Hoek (male, 1956)

Dutch nationality
Member since 2018
Current term 2022 – 2026

Managing director of Brandaris Capital Holding B.V.

Additional functions

Chairman of the Supervisory Boards of Anthony Veder Group N.V. (Netherlands Antilles) and Cabka N.V., Chairman of the Board of Stichting Preferente Aandelen Nedap.

The Supervisory Board has formed the following committees:

Audit Committee

Members: Niek Hoek (Chair), Carlo Bozotti, Elke Eckstein, Richard Norbruis and Laura Oliphant

Nomination Committee

Members: Elke Eckstein (Chair), Carlo Bozotti, Richard Norbruis, Niek Hoek and Laura Oliphant

Remuneration Committee

Members: Carlo Bozotti (Chair), Elke Eckstein, Richard Norbruis, Niek Hoek and Laura Oliphant

Technology Advisory Board

Marvin D. Liao (male, 1955)

Formerly VP Operations/Advanced Packaging Technology and Service of TSMC.

Frits van Hout (male, 1960)

Formerly Executive Vice President and Chief Strategy Officer of ASML.

Vincent DiCaprio (male, 1966)

Vice President at Applied Materials and Head of Business and Corporate Development for its Heterogeneous Integration and ICAPS Business Unit.

Mostafa A. Aghazadeh (male, 1959)

Formerly Advanced Packaging Technology & Manufacturing Executive at Intel.



From left to right: Frits van Hout, Mostafa A. Aghazadeh, Vincent DiCaprio and Marvin D. Liao.

Financial Statements 2025

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Consolidated Statement of Financial Position

(€ thousands)	Note	December 31, 2025	December 31, 2024
<i>Assets</i>			
Cash and cash equivalents	3	372,986	342,319
Deposits	4	170,000	330,000
Trade receivables	5	173,651	181,862
Inventories	6	104,071	103,285
Income tax receivable		5,644	8,594
Other receivables	7	25,843	27,741
Prepayments	8	4,789	4,592
Total current assets		856,984	998,393
Property, plant and equipment	9	54,281	44,773
Right of use assets	20	13,700	15,726
Investment property	10	5,078	-
Goodwill	11	44,834	46,010
Other intangible assets	12	104,538	96,677
Deferred tax assets	30	25,111	31,567
Other non-current assets	13	9,221	1,330
Total non-current assets		256,763	236,083
Total assets		1,113,747	1,234,476

(€ thousands)	Note	December 31, 2025	December 31, 2024
<i>Liabilities and equity</i>			
Bank overdraft		-	776
Current portion of long-term debt	19	-	2,042
Trade payables	15	56,524	52,630
Income tax payable		10,402	21,393
Provisions	16	7,405	5,681
Lease liabilities	20	2,921	3,888
Other payables	17	46,489	57,635
Other current liabilities	18	30,584	22,934
Total current liabilities		154,325	166,979
Long-term debt	19	507,001	525,653
Lease liabilities	20	11,316	12,350
Deferred tax liabilities	30	10,851	10,320
Provisions	21, 26	10,958	14,355
Other non-current liabilities	18	2,899	3,555
Total non-current liabilities		543,025	566,233
Share capital	22	811	811
Share premium		139,750	181,433
Retained earnings		118,800	169,998
Other reserves	22	157,036	149,022
Equity attributable to owners of the Company		416,397	501,264
Total liabilities and equity		1,113,747	1,234,476

Consolidated Statement of Operations

(€ thousands, except share and per share data)	Note	Year ended December 31,	
		2025	2024
Revenue	24, 25	591,331	607,473
Cost of sales		217,057	211,529
Gross profit		374,274	395,944
Selling, general and administrative expenses		120,243	126,048
Research and development expenses		80,975	74,305
Total operating expenses		201,218	200,353
Operating income		173,056	195,591
Financial income	29	14,513	17,313
Financial expense	29	(33,621)	(24,384)
Financial income (expense), net		(19,108)	(7,071)
Income before income tax		153,948	188,520
Income tax expense	30	22,307	6,528
Net income		131,641	181,992
Total net income per share			
Basic		1.66	2.31
Diluted ¹		1.66	2.30
Weighted average number of shares used to compute income per share			
Basic	31	79,124,918	78,877,471
Diluted	31	79,745,393	81,889,907

Consolidated Statement of Comprehensive Income

(€ thousands)	Year ended December 31,	
	2025	2024
Net income	131,641	181,992
<i>Other comprehensive income (loss)</i>		
Actuarial gain (loss), net of income tax	2,346	(1,403)
Items that will not be reclassified to profit and loss	2,346	(1,403)
Currency translation differences	(6,345)	4,250
Unrealized hedging results, net of income tax	4,401	(6,743)
Items that may be reclassified subsequently to profit or loss	(1,944)	(2,493)
Other comprehensive income (loss), net of income tax	402	(3,896)
Total comprehensive income	132,043	178,096

¹ The calculation of the diluted income per share for the year 2025 and 2024 assumes the exercise of equity-settled share-based payments and the conversion of the convertible notes, if dilutive.

Consolidated Statement of Changes in Equity

(€ thousands, except for share data)	Number of ordinary shares outstanding ¹	Share capital	Share premium	Retained earnings	Other reserves (Note 22)	Total share- holders' equity
Balance at January 1, 2025	81,146,738	811	181,433	169,998	149,022	501,264
Currency translation differences	-	-	-	-	(6,345)	(6,345)
Other comprehensive results	-	-	-	-	2,346	2,346
Unrealized hedging results	-	-	-	-	4,401	4,401
Other comprehensive income for the year	-	-	-	-	402	402
Net income	-	-	-	131,641	-	131,641
Total comprehensive income for the year	-	-	-	131,641	402	132,043
Dividend paid to owners of the Company	-	-	-	(172,811)	-	(172,811)
Convertible Notes converted into equity	-	-	23,491	-	-	23,491
Changes in legal reserve	-	-	-	(7,612)	7,612	-
Equity-settled share-based payments	-	-	16,793	-	-	16,793
Purchase of treasury shares	-	-	(81,967)	(2,416)	-	(84,383)
Balance at December 31, 2025	81,146,738	811	139,750	118,800	157,036	416,397
Balance at January 1, 2024	81,146,738	811	108,144	162,779	149,679	421,413
Currency translation differences	-	-	-	-	4,250	4,250
Other comprehensive results	-	-	-	-	(1,403)	(1,403)
Unrealized hedging results	-	-	-	-	(6,743)	(6,743)
Other comprehensive income (loss) for the year	-	-	-	-	(3,896)	(3,896)
Net income	-	-	-	181,992	-	181,992
Total comprehensive income (loss) for the year	-	-	-	181,992	(3,896)	178,096
Dividend paid to owners of the Company	-	-	-	(171,534)	-	(171,534)
Convertible Notes converted into equity	-	-	123,055	-	-	123,055
Changes in legal reserve	-	-	-	(3,239)	3,239	-
Equity-settled share-based payments	-	-	30,067	-	-	30,067
Purchase of treasury shares	-	-	(79,833)	-	-	(79,833)
Balance at December 31, 2024	81,146,738	811	181,433	169,998	149,022	501,264

¹ The outstanding number of ordinary shares includes 1,864,953 and 1,834,598 treasury shares at December 31, 2025 and December 31, 2024, respectively.

Consolidated Statement of Cash Flows

(€ thousands)	Note	Year ended December 31,	
		2025	2024
<i>Cash flows from operating activities</i>			
Income before income tax		153,948	188,520
<i>Adjustments to reconcile income before income tax to net cash flows</i>			
Depreciation, amortization and impairment	9, 10, 12, 20	33,723	28,601
Share-based payment expense	26	16,375	30,067
Financial expense, net	29	19,108	7,071
<i>Effects on changes in assets and liabilities</i>			
Increase in trade receivables		(10,814)	(28,510)
Increase in inventories		(13,465)	(10,413)
Increase in trade payables		5,250	3,271
Changes in provisions		903	3,956
Changes in other working capital		3,684	(7,399)
Net cash provided by operations		208,712	215,164
Interest received		17,703	13,444
Interest paid		(20,022)	(4,261)
Income tax paid		(28,252)	(23,264)
Net cash provided by operating activities		178,141	201,083
<i>Cash flows from investing activities</i>			
Capital expenditures	9, 12	(15,795)	(12,039)
Acquisition of investment property	10	(5,164)	-
Capitalized development expenditures	12	(25,994)	(19,437)
Repayment of (investments in) deposits	4	160,000	(105,000)
Net cash provided by (used in) investing activities		113,047	(136,476)
<i>Cash flows from financing activities</i>			
Proceeds from (payments of) bank lines of credit		(776)	776
Payments of debt		(2,042)	-
Proceeds from notes	19	-	350,000
Transaction costs related to notes	19	-	(6,424)
Payments on lease liabilities	19, 20	(3,685)	(4,314)
Purchase treasury shares		(81,967)	(79,833)
Dividend paid to shareholders		(172,811)	(171,534)
Net cash provided by (used in) financing activities		(261,281)	88,671
Net change in cash and cash equivalents		29,907	153,278
Effect of changes in exchange rates on cash and cash equivalents		760	564
Cash and cash equivalents at beginning of the period	3	342,319	188,477
Cash and cash equivalents at end of the period	3	372,986	342,319

Notes to the Consolidated Financial Statements

1. Basis of presentation

General

BE Semiconductor Industries N.V. (“Besi” or “the Company”) was incorporated in the Netherlands in May 1995 as the holding company for a worldwide business engaged in the development, manufacturing, marketing, sales and service of a broad portfolio of advanced packaging solutions to the semiconductor and electronics industries. BE Semiconductor Industries N.V.’s principal operations are in the Netherlands, Switzerland, Austria, Singapore, Malaysia, China and Vietnam. BE Semiconductor Industries N.V.’s principal executive office is located at Ratio 6, 6921 RW Duiven, the Netherlands. Statutory seat of the Company is Amsterdam; number at Chamber of Commerce is 09092395.

The Consolidated Financial Statements of BE Semiconductor Industries N.V. for the year ended December 31, 2025, were authorized for issue in accordance with the resolutions of the Board of Management and the Supervisory Board on February 18, 2026. The Consolidated Financial Statements of the Company as at December 31, 2025 will be presented to the Annual General Meeting of Shareholders for their adoption on April 23, 2026.

The Consolidated Financial Statements are prepared on the basis that the Company will continue to operate as a going concern.

Ukraine

As a result of the conflict in Ukraine, many countries have imposed, and may continue to impose, new sanctions on specified Russian entities and individuals. The direct impact to the Company in 2025 was negligible from a revenue and sourcing perspective as Besi has no presence in Russia, Ukraine or Belarus. However, the conflict and its direct and indirect consequences have and may continue to exert a drag on the global economy through inflation via energy and commodity prices. The Company implemented price increases on its systems to help compensate for inflationary cost pressures.

Middle East

The tensions in the Middle East have had no direct impact on our Company in 2025, as we do not maintain a presence in that specific region.

Tariffs

The semiconductor industry is a global marketplace, relying on complex supply chains. Any change in trade policies including tariffs, import and export controls and the adoption of other trade barriers by the world’s largest economies could affect Besi’s sales or its customers’ sales and thereby adversely affect its operating results.

In 2025, geopolitical tensions and trade policy developments intensified which have further complicated the global trade environment in which Besi operates. For example, the US administration announced a “baseline” reciprocal tariff of 10% on all US trading partners effective April 5, 2025, along with higher individual reciprocal tariffs targeting 57 countries. In response, several countries threatened retaliatory tariffs and took reciprocal measures. Recent developments in trade and tariff policies reflect broader trends towards increased regionalization (China versus US versus Europe) which could potentially impact our supply chains, customer relationships and R&D/IP organization.

The ultimate rate, scope and effect of recent reciprocal tariffs on imports, as well as the extent to which other countries will impose quotas, duties, tariffs, taxes or other similar restrictions on imports or exports in the future, remain uncertain. We continue to monitor and address these developments on a regular basis.

For more information on our evaluation of the potential impact of tariffs on Besi’s business and results of operations, please refer to the risk factor Trade, political and economic frictions could adversely affect Besi’s revenue and results of operations in the Risk Management section. We continue to monitor and address these developments.

Statement of compliance

The Company’s Consolidated Financial Statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union. They also comply with the financial reporting requirements included in section 9 of Book 2 of the Netherlands Civil Code, as far as applicable.

2. Summary of material accounting principles

Presentation

The accompanying Consolidated Financial Statements include the accounts of BE Semiconductor Industries N.V. and its consolidated subsidiaries (collectively, "the Company"). The financial statements are presented in thousands of euro, rounded to the nearest thousand, unless stated otherwise. The accounting principles which the Company uses to prepare the Consolidated Financial Statements are based on historical cost, unless stated otherwise. Exceptions to the historical cost basis include derivative financial instruments and share-based compensation which are based on fair value. In addition, for pensions and other post-retirement benefits, actuarial present value calculations are used.

Principles of consolidation

The Consolidated Financial Statements comprise the financial statements of BE Semiconductor Industries N.V. and its subsidiaries as at December 31, 2025. Subsidiaries are entities over which BE Semiconductor Industries N.V. exercises control. Control is deemed to exist when BE Semiconductor Industries N.V. has exposure to, or a right to, variable returns from its involvement with the entity, and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, income and expenses and unrealized gains and losses resulting from intra-group transactions are eliminated in full. Accounting policies, as set out below, have been applied consistently for all periods presented in these Consolidated Financial Statements and by all subsidiaries.

As of December 31, 2025 and 2024, the following subsidiaries are included in the accompanying Consolidated Financial Statements:

Name	Location and country of incorporation	Percentage of ownership
A12 property B.V.	Duiven, the Netherlands	100% ¹
BE Semiconductor Industries Holding GmbH	Radfeld, Austria	100%
BE Semiconductor Industries USA, Inc.	Chandler, Arizona, USA	100%
Besi APac Sdn. Bhd.	Shah Alam, Malaysia	100% ²
Besi Austria GmbH	Radfeld, Austria	100%
Besi Korea Ltd.	Seoul, South Korea	100%
Besi Leshan Co., Ltd.	Leshan, China	100%
Besi Netherlands B.V.	Duiven, the Netherlands	100%
Besi North America, Inc.	Chandler, Arizona, USA	100%
Besi Philippines, Inc.	Muntinlupa City, Philippines	100%
Besi (Shanghai) Trading Co., Ltd.	Shanghai, China	100%
Besi Singapore Pte. Ltd.	Singapore, Singapore	100%
Besi Switzerland AG	Steinhausen, Switzerland	100%
Besi Switzerland MM AG	Steinhausen, Switzerland	- ³
Besi (Thai) S&S Ltd.	Bangkok, Thailand	100% ²
Besi USA, Inc.	Chandler, Arizona, USA	100%
Cong Ty TNHH Besi Viet Nam	Ho Chi Minh City, Vietnam	100%
Datacon Beteiligungs GmbH	Radfeld, Austria	100%
Esec China Financial Ltd.	Hong Kong, China	100%
Fico Hong Kong Ltd.	Hong Kong, China	100%
Fico International B.V.	Duiven, the Netherlands	100%
Meco Equipment Engineers B.V.	's-Hertogenbosch, the Netherlands	100%

¹ In connection with the acquisition of an investment property of € 15.7 million, A12 property B.V. was acquired on June 26, 2025.

² In order to comply with local corporate law, a non-controlling shareholding (less than 0.1%) is held by Company Management.

³ Besi Switzerland MM AG which had been incorporated as of December 16, 2024, has been merged with Besi Switzerland AG effective as of January 1, 2025.

Foreign currency translation

The Consolidated Financial Statements are presented in euros, which is the parent company's functional and presentation currency. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The principal exchange rates against the euro used in preparing the Consolidated Statement of Financial Position, the Consolidated Statement of Operations and Consolidated Statement of Comprehensive Income are:

	Consolidated Statement of Financial Position		Consolidated Statement of Operations and Consolidated Statement of Comprehensive Income	
	2025	2024	2025	2024
US dollar	1.17	1.04	1.13	1.08
Swiss franc	0.93	0.94	0.94	0.95
Malaysian ringgit	4.77	4.65	4.83	4.94
Chinese renminbi	8.23	7.58	8.11	7.79

Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the balance sheet date. All differences are accounted for in the Consolidated Statement of Comprehensive Income or the Consolidated Statement of Operations. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate. The assets and liabilities of foreign operations are translated into euros at the rate of exchange ruling at the balance sheet date and their Statement of Operations is translated at the weighted average exchange rate for the year. The exchange differences arising on the translation of assets and liabilities are recognized in other comprehensive income ("OCI"), and presented as Currency translation differences within Other reserves. On disposal of a foreign operation, the related currency translation difference recognized in equity is reclassified to the Consolidated Statement of Operations.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Changes in accounting policies

The Company has consistently applied the accounting policies to all periods presented in these Consolidated Financial Statements.

New amendments are effective as from January 1, 2025. They do not have a material effect on the Company's Consolidated Financial Statements. These amendments are as follows:

- Lack of exchangeability - Amendments to IAS 21

Cash and cash equivalents

Cash and cash equivalents consist of highly liquid investments with an original maturity date at the date of acquisition of three months or less or include a notice period of three months or less. Cash and cash equivalents are measured at amortized cost. Money market funds reported under cash and cash equivalents are measured at fair value through profit and loss and are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Deposits

Deposits consist of cash and cash equivalents which have been placed on deposit with an original maturity between 3 and 12 months.

Trade receivables and other receivables

Trade and other receivables are initially measured at transaction price and subsequently at amortized cost less any impairment loss. The Company applies the expected credit loss model to determine any trade receivables impairment losses. The trade receivables do not contain a significant financing component (in accordance with IFRS 15) and therefore the loss allowance is always measured as equal to lifetime expected credit losses. The Company uses a provisioning matrix to calculate the level of the provision and measures lifetime expected credit losses at percentages of amounts outstanding for current trade receivables, 30 days past due, 60 days past due, 90 days past due and over 120 days past due. The total accounts receivable impairment consists of two elements: provision if and when required based on Company estimates and additional provision as determined by the use of the provision matrix. Impairment losses and any subsequent reversals are recognized in the Consolidated Statement of Operations.

Inventories

Inventories are stated at the lower of cost (using moving weighted average costs) or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs to make the sales. Cost includes net prices paid for materials purchased and all expenses to bring the inventory to its current location, charges for freight and custom duties, production labor costs and factory overhead.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment charges. Costs include expenditures that are directly attributable to the acquisition of the asset, including financing expenses of capital investment projects under construction.

Depreciation is calculated using the straight-line method, based on the following estimated useful lives:

Category	Estimated useful life
Land	Not depreciated
Buildings	15-30 years
Leasehold improvements ¹	1-10 years
Machinery and equipment	2-10 years
Office furniture and equipment	3-10 years

¹ Leasehold improvements are depreciated over the shorter of the lease term or economic life of the asset.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. The residual value, if not insignificant, is reassessed annually.

The Company recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefit relating to that subsequent expenditure will flow to the Company and the cost can be measured reliably. Other costs are recognized in the Consolidated Statement of Operations as expense, as incurred.

Right of use assets

Definition of a lease

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess

whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone price.

Right of use assets

The Company recognizes right of use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Category	
Land and buildings	1-10 years
Office furniture and equipment	1-10 years

In addition, the right of use asset is periodically assessed for impairment losses, and adjusted for certain remeasurements of the lease liability.

Lease liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date discounted using the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities comprise the following:

- Fixed payments, including in-substance fixed payments.
- Lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term and/or a change in the in-substance fixed lease payments. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset, or is recorded in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of buildings, machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e. below five thousand euro). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Intangible assets

Intangible assets are valued at cost less accumulated amortization and impairment charges. All intangible assets are tested for impairment whenever there is an indication that the intangible asset may be impaired. Other intangible assets, such as goodwill and intangible assets not yet in use, are not amortized, but tested for impairment annually. In cases where the carrying value of the intangibles exceeds the recoverable amount, an impairment charge is recognized in the Consolidated Statement of Operations.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Company takes into consideration potential voting rights that currently are exercisable.

The Company measures goodwill at the acquisition date as:

- The fair value of the consideration transferred; plus
- The recognized amount of any non-controlling interests in the acquiree; plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- The net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognized at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not measured and settlement is accounted for within equity. Otherwise, subsequent changes to fair value of the contingent consideration are recognized in profit or loss.

Capitalized development expenses

Expenditures for research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in the Consolidated Statement of Operations as an expense, as incurred. Expenditure for development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized if (i) the product or process is technically and commercially feasible, (ii) the Company has the intention and sufficient resources to complete development, (iii) the Company has the ability to use or sell the development and (iv) the Company has the ability to reliably measure the expenditure attributable to the development during its process.

The expenditure capitalized includes the cost of materials, direct labor and other directly attributable costs. Other development expenditures are recognized in the Consolidated Statement of Operations as an expense, as incurred. Government grants to compensate for the cost of an asset are deducted from the cost of the related asset. Capitalized development expenditures are stated at cost less accumulated amortization and impairment losses.

Other identifiable intangible assets

Other intangible assets that are acquired by the Company are stated at cost (i.e. fair value of the consideration given) at the date of acquisition less accumulated amortization and impairment losses.

Amortization

Amortization is charged to the Consolidated Statement of Operations on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Amortization of capitalized development expenses and other intangible assets commence from the date they are available for use.

The estimated useful lives are as follows:

Category	Estimated useful life
Software	3-5 years
Development expenses	3-7 years

The Company does not have any other intangible assets with indefinite lives.

The amortization is recognized in the Consolidated Statement of Operations in cost of sales, selling, general and administrative expenses and research and development expenses.

Investment property

Investment property consists of land and buildings not used by the Company in the ordinary course of business, and that are held for rental income, capital appreciation or both. The Company recognizes the part of an owned (or leased) property that is leased to a third-party as investment property. Investment property is measured and depreciated on the same basis as property, plant and equipment.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each year's end balance sheet date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated. For goodwill and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the Consolidated Statement of Operations. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

Calculation of recoverable amount

The recoverable amount of other assets is the higher of their fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Impairment losses in respect of goodwill are not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Other non-current assets

Funds with insurance companies for pension liability are stated at fair value.

Other current liabilities

Other current liabilities consist of notes payable to banks, trade payables and other payables and are initially measured at fair value and subsequently at amortized cost, using the effective interest method.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments*Initial recognition and measurement*

Trade receivables issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognized on the trade date.

On initial recognition, a financial asset is classified as measured at: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit and loss ("FVTPL").

Financial assets are classified and measured at amortized costs or fair value through OCI if the cash flows are solely payments of principal and interest ("SPPI"). Financial assets with cash flows that are not SPPI are classified and measured at FVTPL. On initial recognition, the Company may designate a financial asset that meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates an accounting mismatch.

Financial liabilities are classified as measured at amortized cost or FVTPL, or as derivatives designated as hedging instruments in an effective hedge. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial instruments are initially measured at fair value plus any directly attributable transaction costs, with the exception of trade receivables. Transaction costs for financial assets at fair value through profit and loss are recognized directly in the Consolidated Statement of Operations.

The Company's financial assets include cash and cash equivalents, deposits, trade receivables, other receivables and prepayments. The Company's financial liabilities include trade and other payables, bank overdrafts, loans and borrowings and compound financial instruments, such as Convertible Notes.

Subsequent measurement and gains and losses

Financial instruments at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss. Financial instruments at amortized cost: These assets are subsequently measured at

amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

Impairment of financial assets

Impairment

The Company recognizes loss allowances for expected credit losses ("ECLs") for all financial assets measured at amortized cost and measured at FVOCI.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for deposits and bank balances for which credit risk has not increased significantly since initial recognition, which are measured at 12-month ECLs. 12-month ECLs are the portion of ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Life-time ECLs are the ECLs that result from all possible default events over the expected life of the financial instrument.

Loss allowances for trade receivables are always measured at equal to lifetime expected credit losses. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). For trade receivables, the Company applies a simplified approach in calculating ECLs.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of allowance for ECL in the Consolidated Statement of Financial Position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Derivative financial instruments and hedge accounting

In line with its hedging strategy, the Company uses derivative financial instruments to hedge its exposure to foreign currency exchange rate fluctuations relating to operational activities denominated in foreign currencies. In accordance with its treasury and risk policy, the Company does not hold or issue derivative financial instruments for trading purposes. The Company uses cash flow hedge accounting. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

The Company recognizes derivative financial instruments initially at fair value; attributable transaction costs are recognized in the Consolidated Statement of Operations as incurred. Subsequent to initial recognition, derivative financial instruments are measured at fair value. The gain or loss on remeasurement to fair value is recognized immediately in the Consolidated Statement of Operations in financial income (expense). Where derivatives qualify for hedge accounting, recognition of any gain or loss depends on the nature of the item being hedged.

The Company applies the cash flow hedge accounting model. In this hedging model, the effective part of a hedge transaction is reported as a component of other comprehensive income (hedging reserve), which is reclassified to earnings in the same period(s) in which the hedged forecasted transaction affects earnings. The ineffective part of the hedge is recognized directly in the Consolidated Statement of Operations in financial income (expense).

Convertible Notes

The Company has issued Convertible Notes (compound financial instruments) that can be converted to share capital at the option of the holder, the number of shares to be issued is fixed and does not vary with changes in fair value. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not remeasured. Interest related to the financial liability is recognized in profit or loss. On conversion, the financial liability is reclassified to equity and no gain or loss is recognized.

Provisions

A provision is recognized in the Consolidated Statement of Financial Position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Warranties

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

Revenue recognition

Significant accounting policy revenue

Revenue is measured on the consideration specified in the contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product of service to a customer.

Nature of goods and services

The following is a description of principal activities – aggregated into a single reporting segment, the semiconductor's back-end segment – from which the Company generates its revenue.

The main portion of our revenue is derived from contractual arrangements that have multiple deliverables. The Company accounts for individual products and services separately if they are a distinct performance obligation, i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their relative stand-alone selling prices. The relative stand-alone selling prices are determined based on the list prices for products and services that are sold separately or based on the expected costs plus a margin approach. For products and services that are not sold separately, the Company estimates relative stand-alone selling prices using the expected costs plus margin approach.

Products and services	Nature and timing of satisfaction of performance obligations and significant payment terms
Machines, conversion kits and upgrades	After successful internal buy-off, machines are shipped to customers and revenue is recognized when the customer takes control of the goods in accordance with mutually agreed shipment terms. Regular payment terms vary between 30 and 90 days after date of delivery.
Installation, start-up, paid services and training services	These services are separate performance obligations and revenue is recognized at the moment of performance of these services. Paid services revenue is recognized over the contract period. Regular payment terms vary between 30 and 90 days after date of delivery.
Spare parts	Revenue of spare parts is recognized upon transfer of control, based on the applicable shipment terms. Regular payment terms vary between 30 and 90 days after date of delivery.
Extended warranty	Extended warranty is considered a separate performance obligation. Revenue for extended warranty for a warranty term in excess of the standard warranty term is deferred and recognized over the term of the extended warranty period.

Contract assets and liabilities

Contract assets primarily relate to the Company's rights to consideration for the fulfilled but not yet invoiced performance obligations at the reported date. Contract liabilities are recognized when advanced consideration is received from a customer or when the Company has outstanding performance obligations relating to extended warranty and installation.

The Company applies the practical expedient in IFRS 15.121 and does not disclose information about the remaining performance obligations that have original expected durations of one year or less.

Segment reporting

Operating segments

The Company is engaged in one line of business, the development, manufacturing, marketing, sales and service of semiconductor assembly equipment for the global semiconductor and electronics industries. The Company identifies three operating segments. The identified operating segments are Die Attach, Packaging and Plating. The chief operating decision maker reviews each operating segment in detail and certain operational functions are allocated to these operating segments: (i) Product Marketing, (ii) Research and Development, (iii) Customer Project Management, and (iv) General Management. Shared functions (Operations, Sales & Service and Spares) and corporate functions (Finance, Legal, Human Resources and IT) do not qualify as operating segments. Hence, Besi identifies three operating segments which meet the IFRS 8 criteria.

IFRS 8 allows for operating segments to be aggregated into one single operating segment if the operating segments share similar economic characteristics. The Company deems the three operating segments to meet the aggregation criteria, as the nature of the products and services, production processes, classes of customer and methods used to distribute the products and provide services are similar. Hence the three operating segments are aggregated into a single operating segment; the development, manufacturing, marketing, sales and service of assembly equipment for the semiconductor's back-end segment. The basis for aggregation is explained directly below and as a result of the aggregation, the Company has one reportable segment. All financial segment information can be found in the Consolidated Financial Statements.

Indicators for aggregation into single operating segment

The similarity of economic characteristics can be evaluated based on future prospects. Within the semiconductor back-end segment the market information is based on forecasts of TechInsights, a leading independent industry research firm. Industry trends are captured in these forecasts and used as a source when referring to the future developments (e.g., in press releases). Demand for semiconductor devices and expenditures for the equipment required to assemble semiconductors is cyclical, depending in large part on levels of demand worldwide for computing and peripheral equipment, telecommunications devices and automotive and industrial components as well as the production capacity of global semiconductor manufacturers. All operating segments move up or down in the same response to the same positive and negative factors like general economic upturns and downturns, changes in interest rates and currency exchange rates.

The nature of products and services within the Besi group is very much the same, all captured in the semiconductor back-end industry and served by one service organization, which is designing and supporting that equipment.

Furthermore, all production processes are organized as manufacturing and assembly of projects and are mainly produced in our Asian production facilities in Malaysia, China and Vietnam. This means that the production for the different operating segments share the same facilities, employees and processes. Also, similar materials are used to produce the systems.

The evaluation of the type or class of customer for products and services leads to the conclusion that the risk exposure profile of the customers is similar because of the fact that all customers are leading US, European and Asian semiconductor manufacturers and assembly subcontractors which in their turn depend on the global market conditions.

One person responsible for worldwide Sales & Customer Support, indicates the centralization of the sales organization and the method used to distribute our products. The Besi name is used throughout the global operations and the Besi logo has been adopted to be used for all Besi products.

Furthermore, in order to assess performance and to make resource allocation decisions based on sufficient detailed information, the chief operating decision maker must have financial information which covers all of the operating segments, including corporate functions, meaning full Consolidated Financial Statements. For example, the total external financing of the Besi group is evaluated on consolidated level and not split into business operations.

Accordingly, all information consolidated is the reportable segment under IFRS 8, reported in the semiconductor back-end industry.

Employee benefits

Pension plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

The Company's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset).

The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refund from the plan or reductions in future contributions paid to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Company. An economic benefit is available to the Company if it is realizable during the life of the plan, or on settlement of the plan liabilities.

Remeasurements arising from defined benefit plans comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Company recognizes them immediately in other comprehensive income and all other expenses related to defined benefit plans in employee benefit expenses in profit or loss. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognized immediately in profit or loss when the plan amendment or curtailment occurs.

A majority of the Company's Dutch employees participate in a pension plan operated by an industry-wide pension fund, which classifies as a defined contribution plan under IAS 19.

Share-based payments

In 2023, the Company's shareholders adopted the Remuneration Policy 2024 which contains specific conditions for the performance shares awarded to the Board of Management. The Company operates a Long-Term Incentive plan for the Board of Management and other employees (the "2024 Framework Incentive Plan"). Further, the annual Short Term Incentive ("STI") will be for one third settled in cash and for two thirds settled in shares under the 2024 Framework Incentive Plan. The portion settled in shares is accounted for as a share-based payment. For more details, reference is made to [Note 26](#).

The grant date fair value of the performance shares and the share-based STI granted to the Board of Management and key employees is measured taking into account the impact of any market performance conditions and non-vesting conditions, but excludes the impact of any service and non-market performance conditions.

The grant date fair value of the equity-settled share-based payment awards is recognized as an employee expense, with a corresponding increase in equity, over the period between the grant date and the vesting date of the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service condition and any non-market performance conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

Subsidies and other governmental credits

Subsidies and other governmental credits to cover research and development costs relating to approved projects are recorded as research and development credits in the period when the research and development costs to which such subsidy or credit relates occurs. If the related development costs are capitalized, the subsidies and other governmental credits will be offset against capitalization.

Net financing expenses and borrowing costs

Net financing costs comprise interest payable on borrowings calculated using the effective interest rate method, foreign exchange gains and losses and the net cost of hedging. Interest income is recognized in the Consolidated Statement of Operations as it accrues, using the effective interest method. The interest expense component of lease payments is recognized in the Consolidated Statement of Operations. Borrowing costs that are not directly attributable to the acquisition or production of a qualifying asset are recognized in the Consolidated Statement of Operations in the period in which they occur.

Income taxes

The Company applies the liability method of accounting for taxes. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the related temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statement of Operations or directly in equity in the period that includes the enactment date, depending on how the deferred tax assets and liabilities were initially recognized. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Significant accounting judgements, estimates and assumptions

The preparation of the Company's Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, apart from those involving estimates, that have the most significant effect on the amounts recognized in the Consolidated Financial Statements.

Impairment of non-financial assets

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and determine a suitable discount rate in order to calculate the present value of those cash flows. Further details are contained in [Notes 9, 10, 11 and 12](#).

Deferred tax assets

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in [Note 30](#).

Pension and other post-employment benefits

The costs of defined benefit pension plans and other post-employment benefits are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty. Further details are given in [Note 26](#).

Development costs

Development costs are capitalized in accordance with the accounting policy as reflected above. Initial capitalization of costs is based on management judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalized, management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. Further details are contained in [Note 12](#).

Inventory obsolescence

Provisions for obsolete inventories are recognized for inventories which are deemed obsolete. Significant management judgement is required to determine the amount which is considered obsolete. Further details are contained in [Note 6](#).

Lease contracts with renewal options

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised. The Company has the option, under some of its leases to lease the assets for additional terms of one to five years. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. It considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew.

New IFRS standards and interpretations

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2026.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the Consolidated Statement of Operations, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the Consolidated Statement of Operations into one of five categories: operating, investing, financing, income taxes and discontinued operations, of which the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified "roles" of the primary financial statements and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from "profit or loss" to "operating profit or loss" and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after January 1, 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently assessing the impacts of the introduction of IFRS 18 and related amendments and is working on the implementation steps for the transition to the new presentation and disclosure requirements.

The Company expects no material impact on the Consolidated Financial Statements from other new standards, amendments to standards and interpretations.

3. Cash and cash equivalents

(€ thousands)	December 31, 2025	December 31, 2024
Cash at banks	41,805	41,617
Deposits	18,965	16,916
Money market funds and reverse repos	312,216	283,786
Total cash and cash equivalents	372,986	342,319

Interest rates on cash at banks are variable. At December 31, 2025 and 2024, no amount in cash and cash equivalents was restricted. Short-term deposits have a maturity or notice period between one and three months and carry interest at the respective short-term deposit rates. Deposits with initial maturities exceeding three months are reported under deposits. Reference is made to Note 4.

The money market funds as of December 31, 2025 were readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The reverse repos have a maturity period less than three months.

4. Deposits

At December 31, 2025 and 2024, an amount of € 170.0 million and € 330.0 million, respectively, was placed on deposit for various periods and with initial maturity exceeding three months. The expected credit loss on deposits is considered immaterial.

5. Trade receivables

Trade receivables, generally with payment terms of 30 to 90 days, with expected credit losses amounting to € 341 and € 273 at December 31, 2025 and 2024, respectively, are as follows:

(€ thousands)	December 31, 2025	December 31, 2024
Trade receivables	173,992	182,135
Allowance for expected credit losses	(341)	(273)
Total trade receivables, net	173,651	181,862

All trade accounts receivables have an estimated maturity shorter than one year. The carrying values of the recorded receivables are a reasonable approximation of their respective fair values, given the short maturities of the positions and the fact that allowances for expected credit losses have been recognized. Reference is made to [Note 32](#) for additional information on ageing of trade receivables.

The movements in the allowance for expected credit losses are as follows:

(€ thousands)	2025	2024
Balance at January 1	273	472
Additions	90	37
Usage	(3)	(246)
Foreign currency translation	(19)	10
Balance at December 31	341	273

6. Inventories

Inventories consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Raw materials	28,916	33,119
Work in progress	71,272	63,398
Finished goods	3,883	6,768
Total inventories, net	104,071	103,285

In 2025, raw materials and changes in work in progress and finished goods included in cost of sales amounted to € 170.9 million (2024: € 166.0 million).

The movements in the provision for obsolescence are as follows:

(€ thousands)	2025	2024
Balance at January 1	19,557	16,661
Additions	1,268	2,792
Usage	(1,341)	(644)
Foreign currency translation	(633)	748
Balance at December 31	18,851	19,557

7. Other receivables

Other receivables consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Research and development grants	11,683	15,089
Revenue to be invoiced	6,905	1,936
VAT receivables	3,434	3,553
Interest to be received	1,815	5,808
Withholding tax receivables	1,084	425
Forward foreign currency exchange contracts	779	581
Other	143	349
Total other receivables	25,843	27,741

Other receivables do not include any amounts with expected remaining terms of more than one year. Reference is made to [Note 32](#) for additional information with respect to forward foreign currency exchange contracts.

8. Prepayments

Prepayments consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Prepaid licenses	4,574	2,694
Prepaid insurances	406	417
Prepaid suppliers	341	481
Prepaid pensions and social security	21	23
Other prepayments	1,103	977
Total prepayments	6,445	4,592
Prepayments non-current portion	(1,656)	-
Total current prepayments	4,789	4,592

Other prepayments consist of prepaid registration and listing fees, prepaid exhibitions, prepaid maintenance and other prepayments.

9. Property, plant and equipment

Property, plant and equipment, net consist of the following:

(€ thousands)	Land, buildings and leasehold improvements	Machinery and equipment	Office furniture and equipment	Assets under construction	Total
<i>Balance at January 1, 2025</i>					
Cost	39,540	64,218	10,782	893	115,433
Accumulated depreciation and impairment	(24,437)	(37,815)	(8,408)	-	(70,660)
Property, plant and equipment, net	15,103	26,403	2,374	893	44,773
<i>Changes in book value in 2025</i>					
Capital expenditures	10,885	3,449	926	201	15,461
Transfers from / (to) inventory	-	6,517	-	-	6,517
Transfers	712	117	18	(847)	-
Disposals (cost)	-	(253)	(29)	-	(282)
Disposals (accumulated depreciation)	-	212	29	-	241
Depreciation	(2,289)	(6,992)	(1,163)	-	(10,444)
Foreign currency translation	(544)	(1,322)	(119)	-	(1,985)
Total changes	8,764	1,728	(338)	(646)	9,508
<i>Balance at December 31, 2025</i>					
Cost	50,044	70,010	11,503	247	131,804
Accumulated depreciation and impairment	(26,177)	(41,879)	(9,467)	-	(77,523)
Property, plant and equipment, net	23,867	28,131	2,036	247	54,281

(€ thousands)	Land, buildings and leasehold improvements	Machinery and equipment	Office furniture and equipment	Assets under construction	Total
<i>Balance at January 1, 2024</i>					
Cost	37,211	52,126	9,206	1,045	99,588
Accumulated depreciation and impairment	(21,747)	(32,581)	(7,744)	-	(62,072)
Property, plant and equipment, net	15,464	19,545	1,462	1,045	37,516
<i>Changes in book value in 2024</i>					
Capital expenditures	880	8,655	1,948	463	11,946
Transfers from / (to) inventory	-	3,432	-	-	3,432
Transfers	326	290	-	(616)	-
Disposals (cost)	(85)	(695)	(357)	(10)	(1,147)
Disposals (accumulated depreciation)	60	713	356	-	1,129
Depreciation	(2,070)	(6,225)	(1,085)	-	(9,380)
Foreign currency translation	528	688	50	11	1,277
Total changes	(361)	6,858	912	(152)	7,257
<i>Balance at December 31, 2024</i>					
Cost	39,540	64,218	10,782	893	115,433
Accumulated depreciation and impairment	(24,437)	(37,815)	(8,408)	-	(70,660)
Property, plant and equipment, net	15,103	26,403	2,374	893	44,773

Depreciation

The depreciation is recognized in the following line items in the Consolidated Statement of Operations:

(€ thousands)	Year ended December 31,	
	2025	2024
Cost of sales	1,798	1,592
Selling, general and administrative expenses	6,470	5,849
Research and development expenses	2,176	1,939
Total depreciation	10,444	9,380

10. Investment property

Investment property, net consists of the following:

(€ thousands)	2025
<i>Changes in book value</i>	
Capital expenditures	5,164
Depreciation	(86)
Total changes	5,078
<i>Balance at December 31</i>	
Cost	5,164
Accumulated depreciation	(86)
Investment property, net	5,078

The Company's investment property comprises a mixed-use commercial property, where the part leased to third parties is recognized as investment property. The Company acquired the property for € 15.7 million which is recognized as property, plant and equipment of € 10.5 million and investment property of € 5.2 million.

Rental income from investment property included in the Consolidated Statement of Operations in 2025 amounted to € 0.2 million. Direct operating expenses (including repairs and maintenance but excluding depreciation expense) arising from investment property in 2025 amounted to € 0.1 million.

The Company has no restrictions on the realizability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements.

The fair value of the investment property at December 31, 2025, amounted to approximately € 5.2 million.

11. Goodwill

Goodwill, net consists of the following:

(€ thousands)	2025	2024
<i>Balance at January 1</i>		
Cost	66,210	65,602
Accumulated impairment	(20,200)	(20,200)
Goodwill, net	46,010	45,402
<i>Changes in book value</i>		
Foreign currency translation	(1,176)	608
Total changes	(1,176)	608
<i>Balance at December 31</i>		
Cost	65,034	66,210
Accumulated impairment	(20,200)	(20,200)
Goodwill, net	44,834	46,010

Impairment tests for cash-generating units containing goodwill

The Company annually carries out impairment tests on capitalized goodwill, based on the cash-generating units.

The aggregate carrying amounts of goodwill with indefinite lives allocated to each cash-generating unit are as follows:

(€ thousands)	December 31, 2025	December 31, 2024
Die Attach	42,853	44,029
Plating	1,981	1,981
Total	44,834	46,010

The value-in-use of the cash-generating units subject to impairment testing is calculated based on the discounted cash flow method. The value-in-use calculations use discounted cash flow projections based on the budget for the year 2026 and financial projections per cash-generating unit approved by management for the projection period (2027-2030).

The key assumptions used by management underlying the value-in-use calculation per cash-generating unit are as follows.

Cash flows per cash-generating unit for the five-year projection period are based on:

- The Company's budget for 2026.
- Revenue forecasts for 2027-2030 as per market growth estimates from TechInsights, a leading independent industry research firm for the semiconductor and semiconductor equipment industries, and the Company's estimated market shares.
- Bottom-up estimates for gross profit, research and development and selling, general and administrative expenses as per management's strategic planning.
- A pre-tax discount rate of 13.0% (Die Attach) and 12.1% (Plating) representing the pre-tax weighted average cost of capital is determined using the Capital Asset Pricing Model (in 2024 a pre-tax discount rate of 11.5% (Die Attach) and 11.4% (Plating)).
- Residual value is based on a 1.0% perpetual growth rate (in 2024: 1.0%).
- The risk free rate of 3.3% (in 2024: 2.5%) and equity risk premium of 5.3% (in 2024: 5.0%).

All assumptions used reflect the current market assessment and are based on published indices and management estimates which are challenged by a third party financial advisor. Based on this analysis, management believes that the value-in-use of the cash-generating units subject to impairment testing substantially exceeded their carrying values and that therefore, goodwill was not impaired as of December 31, 2025.

The outcome of a sensitivity analysis was that possible adverse changes in key assumptions of 100 basis points (lower revenue growth rates and higher discount rates, respectively) would not result in other conclusions for the impairment test performed.

12. Other intangible assets

Other intangible assets, net consist of the following:

(€ thousands)	Software	Development expenses	Total
<i>Balance at January 1, 2025</i>			
Cost	10,970	132,025	142,995
Accumulated amortization	(10,733)	(35,585)	(46,318)
Other intangible assets, net	237	96,440	96,677
<i>Changes in book value in 2025</i>			
Capitalized development expenses	-	25,994	25,994
Capital expenditures	334	-	334
Disposals (cost)	-	(9,923)	(9,923)
Disposals (accumulated depreciation)	-	9,923	9,923
Amortization	(243)	(18,946)	(19,189)
Impairment	-	(288)	(288)
Foreign currency translation	-	1,010	1,010
Total changes	91	7,770	7,861
<i>Balance at December 31, 2025</i>			
Cost	11,304	149,141	160,445
Accumulated amortization and impairment	(10,976)	(44,931)	(55,907)
Other intangible assets, net	328	104,210	104,538
(€ thousands)	Software	Development expenses	Total
<i>Balance at January 1, 2024</i>			
Cost	10,878	122,724	133,602
Accumulated amortization	(10,475)	(29,459)	(39,934)
Other intangible assets, net	403	93,265	93,668
<i>Changes in book value in 2024</i>			
Capitalized development expenses	-	19,437	19,437
Capital expenditures	93	-	93
Disposals (cost)	-	(8,493)	(8,493)
Disposals (accumulated depreciation)	-	8,493	8,493
Amortization	(258)	(14,973)	(15,231)
Foreign currency translation	(1)	(1,289)	(1,290)
Total changes	(166)	3,175	3,009
<i>Balance at December 31, 2024</i>			
Cost	10,970	132,025	142,995
Accumulated amortization	(10,733)	(35,585)	(46,318)
Other intangible assets, net	237	96,440	96,677

At December 31, 2025 an amount of € 31.2 million (2024: € 59.8 million) relates to capitalized development expenses not available for use, which have been tested for impairment based on the key assumptions as outlined in Note 11. The impairment tests did not indicate any required impairment of capitalized development expenses. The outcome of a sensitivity analysis was that possible adverse changes in key assumptions (10% lower revenue and 100 basis points higher discount rates) would not result in other conclusions for the impairment tests performed.

The disposals of software and development expenses relate to intangible assets that have been fully amortized.

Amortization and impairment

The amortization and impairment charge is recognized in the following line items in the Consolidated Statement of Operations:

(€ thousands)	Year ended December 31,	
	2025	2024
Cost of sales	11	5
Selling, general and administrative expenses	104	169
Research and development expenses	19,362	15,057
Total amortization and impairment	19,477	15,231

13. Other non-current assets

Other non-current assets consist of the following:

(€ thousands)	December 31,	December 31,
	2025	2024
Research and development grants	5,876	-
Prepayments	1,656	-
Guarantee deposits	1,117	764
Marketable securities for pension liability	572	566
Total other non-current assets	9,221	1,330

Reference is made to Note 26 for more details on the marketable securities for pension liability. The guarantee deposits mainly relate to deposits made as part of rental agreements and obligations.

14. Borrowing facilities

At December 31, 2025, Besi and its subsidiaries had available lines of credit aggregating € 97.9 million (2024: € 97.9 million), under which € 2.5 million (2024: € 0.6 million) was utilized related to bank guarantees. In general, interest is charged at the banks' base lending rates or respective benchmark rates plus an increment. There were no defaults at December 31, 2025.

A summary of Besi's principal credit lines is as follows:

- A € 80 million committed revolving credit facility with a consortium of European banks. In January 2026 this facility was replaced by a € 40 million committed revolving credit facility with an accordion option to increase to € 80 million. This new facility matures in 2031 with the option to extend with two years. Outstanding amounts under the new facility will bear interest at EURIBOR plus a margin that depends on the Company's financial position. Borrowings under the facility can be repaid at any time at 100% of principal amount and can be used for working capital and other corporate purposes. The principal covenants associated with the facility include a maintenance test of consolidated debt to equity and a limitation on the incurrence of additional permitted indebtedness. The facility is granted without securities.
- An uncommitted overdraft facility of € 10.0 million for the purpose of short-term overdrafts (maximum of 15 days) in current accounts. The overdraft facility has no contractual maturity date.
- A credit line of € 1.0 million for bank guarantees is granted without securities. The borrowing facility has no contractual maturity date.
- A credit line of € 0.5 million related to Besi APac Sdn. Bhd. for bank guarantees is granted without securities, however, with the requirement that BE Semiconductor Industries N.V. holds, directly or indirectly, an interest of at least 51%. The borrowing facility has no contractual maturity date.
- A credit line of € 3.3 million related to Besi Singapore Pte. Ltd. for bank guarantees is granted without securities, however, with the requirement that BE Semiconductor Industries N.V. holds, directly or indirectly, an interest of at least 51%. The facility is secured by a parent company guarantee. The borrowing facility has no contractual maturity date.
- A credit line of € 0.4 million related to Cong Ty TNHH Besi Viet Nam for bank guarantees is granted with a security deposit with maturity in 2034.
- A credit line of € 2.7 million related to Besi Leshan Co., Ltd. is granted without securities, however, with the requirement that BE Semiconductor Industries N.V. holds, directly or indirectly, an interest of at least 51%. The facility is secured by a guarantee of BE Semiconductor Industries N.V. The borrowing facility has no contractual maturity date.

15. Trade payables

Trade payables are non-interest bearing and are normally settled on 30-90 day terms.

16. Provisions

Warranty provision

A summary of activity in the warranty provision is as follows:

(€ thousands)	2025	2024
Balance at January 1	5,681	4,751
Additions	6,293	8,052
Usage	(3,727)	(5,905)
Releases	(920)	(1,181)
Foreign currency translation	78	(36)
Balance at December 31	7,405	5,681

A provision for warranty is recognized when the underlying products or services are sold and presented in selling, general and administrative expenses. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities. The warranty provision encompasses the standard warranty provided to customers only. The provision at December 31, 2025 is expected to be fully utilized during 2026.

17. Other payables

(€ thousands)	December 31, 2025	December 31, 2024
Payroll accruals	22,784	22,352
Interest expenses	8,176	8,165
Volume rebate and commissions	3,910	5,623
Project costs	3,124	3,298
Invoices to be received	2,405	2,390
Audit and consultancy fees	1,560	2,540
Temporaries	1,023	1,022
Forward foreign currency exchange contracts	727	9,825
Freight and packaging costs	381	420
Other payables	2,399	2,000
Total other payables	46,489	57,635

Other payables are non-interest bearing and have an average term of three months. Interest payable is normally settled quarterly throughout the year with the exception of the Convertible Notes and Senior Notes on which interest is settled semi-annually. Reference is made to [Note 32](#) for additional information with respect to forward foreign currency exchange contracts.

18. Other current liabilities

(€ thousands)	December 31, 2025	December 31, 2024
Contract liabilities	19,648	14,916
Advances from customers	8,285	6,360
Payroll liabilities	4,637	4,447
Other	913	766
Total other liabilities	33,483	26,489
Other liabilities non-current portion	(2,899)	(3,555)
Total other current liabilities	30,584	22,934

Other current liabilities are non-interest bearing and are not expected to be settled in cash.

19. Long-term debt

(€ thousands)	December 31, 2025	December 31, 2024
<i>Long-term debt</i>		
Convertible Notes	162,344	181,724
Senior Notes	344,657	343,929
Research and development loan from Österreichische Forschungsförderungsgesellschaft mbH, Wien, Austria (interest rate at 0.75% at December 31, 2024)	-	2,042
Total	507,001	527,695
Less: current portion	-	(2,042)
Total long-term debt	507,001	525,653

Aggregate required principal payments due on long-term debt, assuming no further conversion of the Convertible Notes for the next years are as follows:

(€ thousands)	Long-term debt
2029	175,000
2031	350,000
Non-current portion of long-term debt (principal value)	525,000

The Company and its subsidiaries had no defaults for its long-term debt at December 31, 2025.

Convertible Notes

In December 2017, the Company issued € 175 million principal amount of Convertible Notes with a maturity date of December 6, 2024 (the "2017 Convertible Notes"). The 2017 Convertible Notes carry a nominal interest rate of 0.5% per year, payable semi-annually. In 2024, the remaining € 3.2 million principal amount of the 2017 Convertible Notes were converted into 69,941 ordinary shares at request of Bondholders. The carrying value of the liability at conversion amounted to € 3.2 million and was reclassified to equity and no gain or loss was recognized on conversion.

In August 2020, the Company issued € 150 million principal amount of Convertible Notes with a maturity date of August 5, 2027 (the "2020 Convertible Notes"). The 2020 Convertible Notes carry a nominal interest rate of 0.75% per year, payable semi-annually. Bondholders can convert the bonds into ordinary shares at a conversion price of € 48.95 (subject to adjustments).

In 2024, € 125.9 million principal amount of the 2020 Convertible Notes were converted into 2,572,036 ordinary shares at request of Bondholders. The carrying value of the liability at conversion amounted to € 118.1 million and was reclassified to equity and no gain or loss was recognized on conversion. As a result, the principal amount outstanding of the 2020 Convertible Notes declined from € 150.0 million at December 31, 2023 to € 24.1 million at December 31, 2024.

In 2025, the remaining € 24.1 million principal amount of the 2020 Convertible Notes were converted into 498,603 ordinary shares at the request of Bondholders. The carrying value of the liability at conversion amounted to € 23.3 million and was reclassified to equity and no gain or loss was recognized on conversion.

In April 2022, the Company issued € 175 million principal amount of Convertible Notes with a maturity date of April 6, 2029 (the "2022 Convertible Notes"). The 2022 Convertible Notes carry a nominal interest rate of 1.875% per year, payable semi-annually. Bondholders can convert the bonds into ordinary shares at a conversion price of € 115.50 (subject to adjustments). The 2022 Convertible Notes will be repaid at maturity at a price of 100% of their principal amount plus accrued and unpaid interest. If not converted, at any time from April 27, 2026, the Company may redeem the outstanding 2022 Convertible Notes at their principal amount, subject to giving a minimum of 30 days' and a maximum of 60 days' prior notice to Bondholders, if the value of the shares underlying the 2022 Convertible Notes equals or exceeds 130% of the then effective conversion price for at least 20 out of 30 consecutive dealing days. The 2022 Convertible Notes may be redeemed at the option of the holder (i) on April 6, 2027 at their principal amount plus accrued interest and (ii) in the event of a change of control, at the principal amount plus accrued interest.

The amount of the 2022 Convertible Notes classified as equity of € 22,334 is net of attributable debt issuance cost of € 366.

Senior Notes

In July 2024, the Company issued € 350 million principal amount of Senior Notes with a maturity date of July 15, 2031 (the "2024 Senior Notes"). The 2024 Senior Notes carry a nominal interest rate of 4.500% per year, payable semi-annually. The 2024 Senior Notes will be repaid at maturity at a price of 100% of their principal amount plus accrued and unpaid interest. The Company may redeem the outstanding 2024 Senior Notes on or after January 15, 2031 at their principal amount plus accrued and unpaid interest. Prior to this date, the Company may redeem the 2024 Senior Notes at their principal amount plus a "make-whole" premium plus accrued and unpaid interest, subject to giving a minimum of 10 days' and a maximum of 60 days' prior notice to Bondholders. The 2024 Senior Notes may be redeemed at the option of the holder in the event of a change of control, at 101% of the principal amount plus accrued and unpaid interest.

Reconciliation of liabilities arising from financing activities

The tables below detail the changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Company's Consolidated Statement of Cash Flows as cash flows from financing activities.

(€ thousands)	January 1, 2025	Proceeds/ (re)payments	Additional/ decreased lease liabilities	Amortization/ accretion of interest	Conversion of Convertible Notes	Foreign currency translation	December 31, 2025
Convertible Notes	181,724	-	-	3,917	(23,297)	-	162,344
Senior Notes	343,929	-	-	728	-	-	344,657
Government loans	2,042	(2,042)	-	-	-	-	-
Lease liabilities	16,238	(4,049)	1,811	364	-	(127)	14,237
Total	543,933	(6,091)	1,811	5,009	(23,297)	(127)	521,238

(€ thousands)	January 1, 2024	Proceeds/ (re)payments	Additional/ decreased lease liabilities	Amortization/ accretion of interest	Conversion of Convertible Notes	Foreign currency translation	December 31, 2024
Convertible Notes	298,455	-	-	4,532	(121,263)	-	181,724
Senior Notes	-	343,576	-	353	-	-	343,929
Government loans	2,042	-	-	-	-	-	2,042
Lease liabilities	18,663	(4,314)	1,406	401	-	82	16,238
Total	319,160	339,262	1,406	5,286	(121,263)	82	543,933

20. Leases

The Company has lease contracts for various facilities and other equipment used in its operations. Leases of facilities generally have lease terms between one and ten years, while motor vehicles and other equipment generally have lease terms between one and four years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension options are reasonably certain to be exercised. The Company also has certain leases of machinery and offices with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the short-term lease and lease of low-value assets recognition exemptions for these leases.

Right of use assets

Right of use assets consists of the following:

(€ thousands)	Land and buildings	Vehicles, office furniture and equipment	Total
Balance at January 1, 2025	15,130	596	15,726
Additions	1,577	234	1,811
Depreciation	(3,406)	(310)	(3,716)
Foreign currency translation	(107)	(14)	(121)
Balance at December 31, 2025	13,194	506	13,700

(€ thousands)	Land and buildings	Vehicles, office furniture and equipment	Total
Balance at January 1, 2024	17,542	700	18,242
Additions	1,119	287	1,406
Depreciation	(3,592)	(398)	(3,990)
Foreign currency translation	61	7	68
Balance at December 31, 2024	15,130	596	15,726

The following amounts are recognized in the Consolidated Statement of Operations:

(€ thousands)	Year ended December 31,	
	2025	2024
Depreciation expense of right of use assets	3,716	3,990
Interest expenses on lease liabilities	364	401
Expenses related to short-term leases	80	145
Expenses related to leases of low-value assets	67	72
Total	4,227	4,608

Lease liabilities

Lease liabilities consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Current	2,921	3,888
Non-current	11,316	12,350
Total lease liabilities	14,237	16,238

The incremental borrowing rates used to determine the lease liabilities range between 0% and 6.79%.

Principal payments due on lease liabilities for the next five years and thereafter are as follows:

(€ thousands)	Lease liabilities
2026	3,229
2027-2030	7,981
2031 and thereafter	4,367
Total payments due on lease liabilities	15,577
Discount	(1,340)
Lease liabilities	14,237

Extension options

Below table provides an overview of the contractually agreed extension options and the Company's assessment and accounting treatment:

(€ thousands)	Within 5 years
Extension option reasonably certain to be exercised - included in lease liabilities	1,427
Extension option not reasonably certain to be exercised - excluded from lease liabilities	14
Total (undiscounted)	1,441

21. Provisions

Provisions consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Pension liabilities Switzerland	3,274	6,654
Pension liabilities Austria	472	493
Severance obligations Austria	4,260	4,172
Severance obligations Korea	1,964	2,039
Other provisions	988	997
Provisions	10,958	14,355

Reference is made to [Note 26](#) for more details.

22. Equity

At December 31, 2025 and December 31, 2024, Besi's authorized share capital consisted of 160,000,000 ordinary shares, nominal value € 0.01 per share, and 160,000,000 preference shares, nominal value € 0.01 per share.

At December 31, 2025 and December 31, 2024, 79,281,785 and 79,312,140 ordinary shares were outstanding, excluding treasury shares of 1,864,953 and 1,834,598, respectively. No preference shares were outstanding at December 31, 2025 and December 31, 2024. All issued shares have been paid in full.

Changes in other reserves during 2025 and 2024 are as follows:

(€ thousands)	Accumulated other comprehensive income (loss)	Legal reserve currency translation adjustment	Legal reserve capitalized R&D expenses	Legal reserve cash flow hedging	Legal reserve subsidiaries	Total other reserves
Balance at January 1, 2025	(9,686)	61,119	96,440	(2,600)	3,749	149,022
Total comprehensive income (loss) for the period	2,346	(6,345)	-	4,401	-	402
Transfer from retained earnings	-	-	7,772	-	(160)	7,612
Balance at December 31, 2025	(7,340)	54,774	104,212	1,801	3,589	157,036
Balance at January 1, 2024	(8,283)	56,869	93,266	4,143	3,684	149,679
Total comprehensive income (loss) for the period	(1,403)	4,250	-	(6,743)	-	(3,896)
Transfer from retained earnings	-	-	3,174	-	65	3,239
Balance at December 31, 2024	(9,686)	61,119	96,440	(2,600)	3,749	149,022

Accumulated other comprehensive income (loss) consists of:

(€ thousands)	December 31, 2025	December 31, 2024
Actuarial gains (losses)	(8,394)	(11,391)
Deferred taxes	291	942
Other	763	763
Accumulated other comprehensive income (loss)	(7,340)	(9,686)

Dividends

Proposed for approval at the Annual General Meeting of Shareholders to be held on April 23, 2026 (not recognized as a liability as at December 31, 2025 and December 31, 2024):

(€ thousands)	December 31, 2025	December 31, 2024
€ 1.58 per ordinary share (2024: € 2.18)	125,300	172,900

The Board of Management proposes to allocate the part of the net income for the year 2025 remaining after payment of the dividend to the retained earnings. The Supervisory Board has approved this proposal.

For further notes to the Company's equity, reference is made to the [Notes to the Parent Company Financial Statements](#).

23. Commitments and contingencies

The Company has an unconditional obligation related to the purchase of materials and equipment totaling € 119.0 million and € 88.3 million as of December 31, 2025 and 2024, respectively.

24. Revenue

Disaggregation of revenue

The following table disaggregates the geographical distribution of the Company's revenue billed to customers:

(€ thousands)	Year ended December 31,	
	2025	2024
China	207,171	204,275
United States	86,229	110,333
Taiwan	71,794	67,115
Malaysia	42,837	48,728
Thailand	42,526	20,728
Korea	31,307	24,852
Other Asia Pacific ¹	53,890	41,394
Other Europe ¹	45,358	62,133
Rest of the World ¹	10,219	27,915
Total revenue	591,331	607,473

¹ Countries with revenue representing more than 5% of consolidated revenue in 2025 or 2024 are separately disclosed.

The following table disaggregates the Company's revenue of the three different operating segments:

(€ thousands)	Year ended December 31,	
	2025	2024
Die Attach	474,096	490,542
Packaging	99,098	99,981
Plating	18,137	16,950
Total revenue	591,331	607,473

The Company's revenue is generated by shipments to leading North American, European and Asian multinational chip manufacturers, foundries, assembly subcontractors and electronics and industrial companies.

Contract balances

The following table provides information about receivables, contract liabilities and other payables from contracts with customers:

(€ thousands)	December 31, 2025	December 31, 2024
Receivables, which are included in trade receivables and other receivables	180,556	183,798
Contract liabilities	19,648	14,916
Volume rebates	3,910	5,623

Significant changes in the contract liabilities are as follows:

(€ thousands)	2025	2024
Balance at January 1	14,916	12,168
Revenue recognized that was included in the contract liability balance at the beginning of the period	(10,917)	(10,944)
Increases due to cash received, excluding amounts recognized as revenue during the period	15,484	13,733
Foreign currency translation	165	(41)
Balance at December 31	19,648	14,916

An amount of € 2,760 in the contract liabilities as per December 31, 2025 is expected to be recognized after more than one year and is presented under other non-current liabilities.

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partly unsatisfied) at the reporting date. The Company applies the practical expedient in IFRS 15.121 and does not disclose information about the remaining performance obligations that have original expected durations of one year or less:

(€ thousands)	December 31, 2025	December 31, 2024
Within 12 months	19,639	43,395
From 12-36 months	517	2,623
Total	20,156	46,018

25. Segment, geographic and customer information

Geographical information

The following table summarizes revenue, non-financial assets and total assets of the Company's operations in the Netherlands, Switzerland, Austria, Singapore and Malaysia, the significant geographic areas in which the Company operates. Intra-area revenues are based on the sales prices at arm's length:

(€ thousands)	The Netherlands	Switzerland	Austria	Singapore	Malaysia	Other	Total
<i>Year ended December 31, 2025</i>							
Total revenue	98,893	407,555	10,934	584,383	141,437	66,836	1,310,038
Intercompany revenue	(98,112)	(403,738)	(10,934)	(747)	(141,437)	(63,739)	(718,707)
External revenue	781	3,817	-	583,636	-	3,097	591,331
Non-financial assets	25,478	149,849	20,283	9,607	9,348	7,866	222,431
Capital expenditures	10,731	377	1,692	90	1,437	1,468	15,795
<i>Year ended December 31, 2024</i>							
Total revenue	95,913	413,377	9,420	610,611	130,644	65,694	1,325,659
Intercompany revenue	(95,154)	(413,377)	(9,420)	(4,885)	(130,626)	(64,724)	(718,186)
External revenue	759	-	-	605,726	18	970	607,473
Non-financial assets	12,165	143,421	19,234	10,970	8,791	8,605	203,186
Capital expenditures	378	119	5,166	2,330	1,277	2,769	12,039

Major customer(s)

For the year ended December 31, 2025, no customer represented more than 10% of the Company's revenue. For the year ended December 31, 2024, one customer represented more than 10% of the Company's revenue. This customer represented 14.7% of the Company's revenue in 2024.

26. Employee benefits

Post-employment benefits

Employee post-employment benefit plans have been established in many countries in accordance with legal requirements, customs and local practices in the countries involved.

Pension plan parent company

Type: Defined contribution plan.
Company obligations: No continuing obligations other than the annual payments.
Contributions: € 0.2 million in 2025 and € 0.2 million in 2024.

Pension plan Dutch subsidiaries

Type: Defined contribution plan.
Industry-wide pension plan managed by *Bedrijfstakpensioen-
fonds Metalektro* and excedent plan for certain employees.
Company obligations: No continuing obligations other than the annual payments.
Contributions: € 1.5 million in 2025 and € 1.5 million in 2024.

Pension plans Switzerland

Type: Defined benefit plan for guaranteed pension payments.
Insured with an independent insurance company.
Company obligations: The contributions required are based on the agreement with the insurer. The Company does not hold any transferable financial instruments as plan assets.
Duration: The weighted average duration of the defined benefit plan is 14.1 years.
Valuation: The pension assets related to the defined benefit plan are netted with the pension liability. The cost of providing benefits under the defined benefit plan is calculated using the project unit cost method. Remeasurements are reported in accumulated other comprehensive income (loss).
Discount rate: The discount rate is based on the available information at December 31, 2025 and determined as follows: Swiss franc bonds with rating AA as included in the Swiss Bond Index. These bonds are used to determine a yield curve for durations up to 10 years. This yield curve is extended based on the government bond rates for longer duration.
Type: Excedent defined contribution plan for certain employees.
Company obligations: No continuing obligations other than the annual payments.
Contributions: € 0.1 million in 2025 and none in 2024.

Principal actuarial assumptions at the reporting date:

	December 31, 2025	December 31, 2024
Discount rate	1.20%	0.95%
Future salary increases	1.75%	1.75%
Future pension increases	0.10%	0.10%

Movement in the present value of the defined benefit obligations:

(€ thousands)	2025	2024
Liability for defined benefit obligations at January 1	57,715	50,204
Current service cost	1,358	1,066
Interest expense	540	717
Actuarial loss (gain) arising from changes in economic assumptions	(3,028)	4,510
Actuarial loss arising from experience	1,512	671
Plan participants' contribution	573	557
Plan amendments	(612)	1,442
Settlements	(2,976)	-
Benefits paid through pension assets	(965)	(788)
Foreign currency translation	586	(664)
Liability for defined benefit obligations at December 31	54,703	57,715

With the introduction of an excedent defined contribution plan for certain employees on December 1, 2025, savings capital was transferred from the existing defined benefit plan resulting in settlements.

Total defined benefit cost (benefit) recognized in the Consolidated Statement of Operations and Consolidated Statement of Comprehensive Income:

(€ thousands)	Year ended December 31,	
	2025	2024
Current service costs	1,358	1,066
Interest expense on benefit obligation	540	717
Interest income on plan assets	(486)	(659)
Plan amendments	(612)	1,442
Settlements	80	-
Administration expenses	37	39
Defined benefit cost (benefit) recognized in net income	917	2,605
Remeasurement from changes in financial assumptions and experience	(1,516)	5,181
Return on plan assets (excluding amounts in net interest)	(1,622)	(3,321)
Defined benefit cost (benefit) recognized in comprehensive income	(2,221)	4,465

Movement in the fair value of plan assets:

(€ thousands)	2025	2024
	Fair value of plan assets at January 1	51,061
Interest income	486	659
Return on plan assets (excluding amounts included in net interest)	1,622	3,321
Plan participants' contribution	573	557
Company contributions	1,208	2,640
Benefits paid through pension assets	(965)	(788)
Administration expenses	(37)	(39)
Assets extinguished on settlements	(3,056)	-
Foreign currency translation	537	(656)
Fair value of plan assets at December 31	51,429	51,061

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	December 31, 2025	December 31, 2024
Qualified insurance policies	24%	26%
Bonds	17%	21%
Real estate	20%	20%
Equities	29%	25%
Other/cash	10%	8%
Total	100%	100%

The qualified insurance policies cover in principle the minimum funding requirements. Future contributions can be increased due to changes in the annuity factors. This is subject to decision of the Company.

Net pension liability:

(€ thousands)	December 31, 2025	December 31, 2024
Defined benefit obligations	54,703	57,715
Fair value of plan assets	(51,429)	(51,061)
Net liability	3,274	6,654

Total expected payments or contributions to the defined benefit plan for 2026 amount to € 1.0 million.

Sensitivity analysis

The calculation of the defined benefit obligations is sensitive to the assumptions as set out above. The following table summarizes how the defined benefit obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by 0.5%.

(€ thousands)	Defined benefit obligations	
	0.5% increase	0.5% decrease
Discount rate	(3,450)	3,931
Salary increase	250	(217)

The above sensitivities are based on the average duration of the defined benefit obligations determined at the date of the last full actuarial valuation at December 31, 2025 and are applied to adjust the defined benefit obligation at the end of the reporting period of the assumptions concerned.

Pension plan Austria

Type:	Voluntary defined benefit plan for guaranteed pension payments covering certain persons, as well as a defined benefit plan for severance payments in accordance with Austrian labor law. Both plans are insured with an independent insurance company.
Company obligations:	The contributions required based on the agreement with the insurer. The Company does not hold any transferable financial instruments as plan assets.
Duration:	The weighted average duration of the pension plan is 2.3 years and the plan for severance payments is 13.4 years.
Valuation:	The pension assets related to this defined benefit plan do not qualify as plan assets and are therefore presented separately, not netted with the pension liability. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the project unit cost method. Remeasurements are recognized in accumulated other comprehensive income (loss).
Discount rate:	The discount rate was derived by reference to appropriate benchmark yields on high quality corporate bonds.

Principal actuarial assumptions at the reporting date:

	December 31, 2025	December 31, 2024
Discount rate	3.95%	3.45%
Future salary increases (severance payments)	2.70%	2.70%

Movements in the present value of the defined benefit and severance obligations recognized in the Consolidated Statement of Financial Position are as follows:

(€ thousands)	Pension liabilities	Severance obligations	2025 Total
Liability for defined benefit and severance obligations at January 1	493	4,172	4,665
Current service cost	8	160	168
Interest expense	17	135	152
Actuarial loss (gain) recognized	(38)	(134)	(172)
Benefits paid	(8)	(73)	(81)
Liability for defined benefit and severance obligations at December 31	472	4,260	4,732

(€ thousands)	Pension liabilities	Severance obligations	2024 Total
Liability for defined benefit and severance obligations at January 1	490	3,896	4,386
Current service cost	7	155	162
Interest expense	17	124	141
Actuarial gain recognized	(13)	140	127
Benefits paid	(8)	(143)	(151)
Liability for defined benefit and severance obligations at December 31	493	4,172	4,665

The accumulated defined benefit obligation amounts to € 4.7 million at December 31, 2025. Future expected benefit payments to (former) employees regarding pensions and leave over the next five years are considered immaterial.

A summary of the components of the defined benefit cost (benefit) recognized in the Consolidated Statement of Operations and Statement of Comprehensive Income is as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Current service cost	168	162
Interest expense on benefit obligation	152	141
Defined benefit cost recognized in net income	320	303
Remeasurement loss (gain) recognized	(172)	127
Defined benefit cost (benefit) recognized in comprehensive income	148	430

Changes in assets related to the liability for defined benefit and severance obligations recognized in the Consolidated Statement of Financial Position are as follows:

(€ thousands)	2025	2024
Fair value of plan assets at January 1	566	549
Return on assets	6	17
Fair value of assets at December 31	572	566

The plan assets consisted of investment funds.

Total expected payments or contributions to the defined benefit plan for 2026 amount to € 0.3 million.

Sensitivity analysis

The calculation of the defined benefit and severance obligations is sensitive to the assumptions as set out earlier. The following table summarizes how the defined benefit and severance obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by 0.5%.

(€ thousands)	Defined benefit and severance obligations	
	0.5% increase	0.5% decrease
Discount rate	(246)	266
Salary increase	239	(223)

The above sensitivities are based on the average duration of the defined benefit and severance obligations determined at the date of the last full actuarial valuation at December 31, 2025 and are applied to adjust the defined benefit and severance obligations at the end of the reporting period of the assumptions concerned.

Severance plan Korea

Type:	Defined benefit plan for severance payments in accordance with Korean law. The plan is partially covered through an independent insurance company.
Company obligations:	The plan is partially funded and the Company is responsible for the payment of the severance payment upon the termination of the employee contract.
Duration:	The weighted average duration for severance payments is 4 years.
Valuation:	The assets related to this defined benefit plan are netted with the liability. The cost of providing benefits under the defined benefit plan is calculated using the project unit cost method. Remeasurements are reported in accumulated other comprehensive income (loss).
Discount rate:	The discount rate was derived by reference to appropriate benchmark yields on high quality corporate bonds.

Principal actuarial assumptions at the reporting date:

	December 31, 2025	December 31, 2024
Discount rate	3.50%	3.30%
Future salary increases	3.00%	3.00%

Movements in the present value of the severance obligations recognized in the Consolidated Statement of Financial Position are as follows:

(€ thousands)	2025	2024
Liability for severance obligations at January 1	2,200	2,218
Current service cost	157	165
Interest expense	65	81
Actuarial loss (gain) recognized	99	124
Benefits paid	(194)	(241)
Foreign currency translation	(222)	(147)
Liability severance obligations at December 31	2,105	2,200

The accumulated defined benefit obligation amounts to € 2.1 million at December 31, 2025. Total expected benefits payable under this plan amount to € 0.3 million in 2026.

A summary of the components of the defined benefit cost recognized in the Consolidated Statement of Operations and Consolidated Statement of Comprehensive Income is as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Current service cost	157	165
Interest expense on severance obligation	65	81
Administration expenses	1	1
Interest income on plan assets	(5)	(6)
Defined benefit cost recognized in net income	218	241
Remeasurement loss (gain) recognized	99	124
Return on plan assets (excluding amounts in net interest)	(1)	2
Defined benefit cost recognized in comprehensive income	316	367

Changes in assets related to the liability for severance obligations recognized in the Consolidated Statement of Financial Position are as follows:

(€ thousands)	2025	2024
Fair value of plan assets at January 1	161	169
Interest income	5	6
Return on plan assets (excluding amounts included in net interest)	1	(2)
Benefits paid through pension assets	(9)	-
Administration expenses	(1)	(1)
Foreign currency translation	(16)	(11)
Fair value of plan assets at December 31	141	161

Net liability:

(€ thousands)	December 31,	December 31,
	2025	2024
Severance obligations	2,105	2,200
Fair value of plan assets	(141)	(161)
Net liability	1,964	2,039

Sensitivity analysis

The calculation of the severance obligations is sensitive to the assumptions as set out earlier. The following table summarizes how the severance obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by 0.5%.

(€ thousands)	Severance obligations	
	0.5% increase	0.5% decrease
Discount rate	(38)	39
Salary increase	39	(38)

The above sensitivities are based on the average duration of the severance obligations determined at the date of the last full actuarial valuation at December 31, 2025 and are applied to adjust the severance obligations at the end of the reporting period of the assumptions concerned.

Pension plan - other countries

The Company's subsidiaries in the US, Malaysia, China, Singapore and Vietnam have defined contribution plans that supplement the governmental benefits provided under local legislation.

Share-based payments

Remuneration Policy

In 2025, the Company applied the Remuneration Policy 2024, which was adopted by the General Meeting of Shareholders on April 26, 2023. The total number of ordinary shares that will be awarded by the Company to eligible and selected participants may not exceed 1.5% of the total number of outstanding shares at December 31 of the year prior to the year in which the award is made.

Under the Remuneration Policy 2024, the total target Short-Term Incentive ("STI") level will be for one-third settled in cash and for two-thirds settled in shares under the Framework Incentive Plan. Following the assessment of the Supervisory Board on the STI targets achieved, the share-based STI will be converted into shares which are subject to a five-year holding period for the Board of Management.

Under the previous Remuneration Policy 2020-2023, the Supervisory Board may, at its own discretion and upon recommendation of the Remuneration Committee, award additional shares to a member of the Board of Management as a reward for extraordinary achievements of excellent performance in the previous year, up to a maximum of 120,000 shares. In January 2024, the Supervisory Board at its own discretion and upon recommendation by the Remuneration Committee, awarded the member of the Board of Management 70,000 shares, which vested on January 25, 2024.

Framework Incentive Plan

The performance shares awarded to the member of the Board of Management and other employees under the Framework Incentive Plan will vest at the end of the three-year performance period, depending on the actual performance of the Company. If at target performance is achieved, 100% of the performance shares awarded will vest. The maximum number of shares that can vest amounts to 150% for awards made under the previous Remuneration Policy 2020-2023 and 200% for awards made under the current Remuneration Policy 2024 of the target number of performance shares conditionally awarded. The vested shares are subject to a two-year lock-up period except for those shares necessary to be sold to cover any withholding/income tax liabilities arising therefrom.

After the three-year performance period the actual number of performance shares that vests, subject to continued employment, will be determined based on:

- Net income as a percentage of revenue ("NIR") over a three-year performance period (50%).
- The Company's Total Shareholder Return ("TSR") relative to that of the TSR peer group consisting of 19 peer companies (Remuneration Policy 2020-2023) operating in the semiconductor industry (50%).

The 2020-2023 TSR comparator group consists of the following companies:

TSR comparator group (excluding Besi)	
Aixtron SE	Kulicke & Soffa Industries, Inc.
Applied Materials, Inc.	Lam Research Corporation
ASM International N.V.	MKS Instruments, Inc.
ASML Holding NV	Nova Ltd.
ASM Pacific Technology Ltd.	Onto Innovation, Inc.
Axcelis Technologies, Inc.	SÜSS MicroTec SE
Cohu, Inc.	Tokyo Electron Ltd.
DISCO Corporation	Tokyo Seimitsu Co., Ltd.
Entegris, Inc.	Veeco Instruments, Inc.
FormFactor, Inc.	

Based on the Remuneration Policy 2024, the TSR comparator group has been expanded to 21 peer companies. As a result, the TSR comparator group applicable for the performance shares granted in 2024 and 2025 includes two additional companies, namely Jenoptik AG and Teradyne Inc.

The vesting of the 2020-2023 performance shares awarded is based on the following schedule, whereby the straight-line vesting percentages are being applied on a pro-rata basis between rank 12 and rank 3:

Besi TSR ranking relative to comparator group	Vesting percentage
Top 3	75%
Rank 4 - Rank 6	50% (at target)
Rank 7 - Rank 12	25%
Rank 13 - Rank 20	0%

As from the 2024 Framework Incentive Plan, vesting is determined based on the following schedule whereby straight-line vesting percentages are applied for ranking levels between the median range and the Top 3 levels:

Besi TSR ranking relative to comparator group	Vesting percentage
Top 3	200%
Rank 4-10	75-200% (linear interpolation)
Rank 11 (median range)	75%
Rank 12 – Rank 22	0%

Summary of outstanding performance shares

Following is a summary of changes in performance shares:

	2025	2024
Outstanding at January 1	217,578	288,050
Performance shares granted (at target level)	59,814	58,982
Performance shares Short-Term Incentive granted	68,078	-
Shares discretionary granted to the Board of Management	-	70,000
Shares discretionary granted to key employees	7,750	41,650
Performance adjustments	21,543	66,519
Performance shares settled in equity instruments (re-issued from treasury shares)	(163,446)	(289,717)
Performance shares forfeited	(1,149)	(17,906)
Outstanding at December 31	210,168	217,578

The market price of the Company's ordinary shares at the date of grant of the performance shares in 2025 and 2024 was € 93.96 and € 136.00, respectively. The market price of the Company's ordinary shares at the date of grant of the additional shares to key employees was € 106.10 (2024: € 141.80) and the market price at the date of grant of additional shares in 2024 for the member of the Board of Management was € 148.85.

The following table shows the outstanding at target number of performance shares conditionally awarded to the Board of Management and selected key employees, in accordance with the Besi 2020 and 2024 Framework Incentive Plan:

Performance shares	Year of grant	Three-year performance period	Number of performance shares
	2023	2023-2025	96,665
	2024	2024-2026	54,078
	2025	2025-2027	59,425
Total			210,168

Fair value measurement performance shares

For the awards made in 2025, the fair value at the grant date of the 50% portion with a TSR performance condition was € 114.33 (2024: € 139.45) and has been derived using a Monte Carlo Simulation model. The significant inputs into the model were:

	2025	2024
Market price of the Company's ordinary shares (in euro)	93.96	136.00
Expected volatility	46.3%	47.1%
Expected dividend yield	2.29%	1.57%
Vesting period (in years)	3	3
Risk-free interest rate	1.816%	2.776%

For the 2025 awards, the fair value at the grant date of the 50% portion with a NIR performance condition was € 87.71 (2024: € 129.75). This fair value has been derived from the market price of the Company's ordinary shares at the grant date, adjusted based on the present value for expected dividends over the three-year vesting period.

The expenses related to share-based payment plans recognized in the Consolidated Statement of Operations are as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Performance shares granted and delivered to the Board of Management	-	10,420
Performance shares granted and delivered to key employees	822	5,906
Annual equity bonus Board of Management	3,150	2,450
Annual equity bonus key employees	3,811	3,865
Conditional performance shares Board of Management	2,098	1,763
Conditional performance shares key employees	6,494	5,663
Total expense recognized as personnel expenses	16,375	30,067

27. Related-party transactions

BE Semiconductor Industries N.V. and all its subsidiaries are consolidated and all transactions between these entities have been eliminated in these financial statements. There are no non-consolidated companies considered as related parties.

The Board of Management and the Supervisory Board are considered "Key Management Personnel" in accordance with IAS 24. The remuneration of the Board of Management and the Supervisory Board is as follows.

Remuneration of the Board of Management

The remuneration of the member of the Board of Management is determined by the Supervisory Board, all with due observance of the Remuneration Policy adopted by the General Meeting of Shareholders. The Supervisory Board is required to present any scheme providing for the remuneration of the member of the Board of Management in the form of shares or options to the General Meeting of Shareholders for adoption.

The total cash remuneration and related costs of the member of the Board of Management for the years ended December 31, 2025 and 2024, are as follows:

(€)	Year ended December 31,	
	2025	2024
Salaries and other short-term employee benefits ¹	2,580,773	2,023,133
Equity compensation benefits: Incentive Plan LTI	2,097,905	1,762,781
Equity compensation benefits: Incentive Plan - share-based STI	3,150,000	2,450,000
Equity compensation benefits: Discretionary grant	-	10,419,500
Total	7,828,678	16,655,414

¹ Salaries include a bonus earned over the applicable year, which will be payable in the second quarter of the year thereafter. Furthermore, other benefits include expense compensation, medical insurance and social security premiums.

Remuneration of the Supervisory Board

The aggregate remuneration paid to current members of the Supervisory Board was € 475 in 2025 and € 475 in 2024. The remuneration of the Supervisory Board is determined by the General Meeting of Shareholders.

For further details for the remuneration of the Board of Management and the Supervisory Board reference is made to the [Remuneration Report](#) in this Annual Report.

Ordinary shares and performance shares held by the member of the Board of Management

The aggregate number of ordinary shares held by the current member of the Board of Management is as follows:

Ordinary number of shares	December 31, 2025	December 31, 2024
Board of Management	1,492,357	1,347,718

Performance shares	Year of grant	Three-year performance period	Number of performance shares
Board of Management	2023	2023-2025	20,604
	2024	2024-2026	12,350
	2025	2025-2027	15,827
Total			48,781

The performance shares awarded will vest at the end of the three-year performance period, depending on actual performance of the Company and subject to continued employment.

28. Selected operating expenses and additional information

Personnel expenses for all employees are as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Wages and salaries	123,853	117,120
Social security expenses	16,134	14,028
Pension and retirement expenses defined contribution	7,422	6,643
Pension and retirement expenses defined benefit	1,987	2,797
Pension plan amendments, settlements	(532)	1,442
Share-based compensation plans	16,375	30,067
Total personnel expenses	165,239	172,097

The average number of fulltime equivalent employees during 2025 was 1,830 (2024: 1,782). For pension and retirement expenses, reference is made to [Note 26](#).

The total number of fulltime equivalent employees per department is:

	December 31, 2025	December 31, 2024
Sales and Marketing	486	462
Manufacturing and Assembly	720	709
Research and Development	477	473
General and Administrative	173	168
Total number of personnel	1,856	1,812

As of December 31, 2025 and 2024, a total of 159 and 159 fulltime equivalent employees, respectively, were employed in the Netherlands.

29. Financial income and expense

The components of financial income and expense are as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Interest income	14,038	17,313
Net foreign currency gains	475	-
Subtotal financial income	14,513	17,313
Interest expense	(25,070)	(16,667)
Net cost of hedging	(8,551)	(6,858)
Net foreign currency losses	-	(859)
Subtotal financial expense	(33,621)	(24,384)
Financial income (expense), net	(19,108)	(7,071)

The increase in net financial expense mainly relates to interest expense on the 2024 Senior Notes, issued in July 2024.

30. Income taxes

Deferred tax assets (liabilities) consist of the following:

(€ thousands)	December 31, 2025	December 31, 2024
Deferred tax assets	25,111	31,567
Deferred tax liabilities	(10,851)	(10,320)
Total deferred tax assets (liabilities), net	14,260	21,247

The items giving rise to the deferred tax assets (liabilities), net are as follows:

(€ thousands)	December 31, 2025	December 31, 2024
<i>Deferred tax assets (liabilities)</i>		
Swiss tax credits	21,810	28,067
Lease liabilities	2,242	2,432
Provision for pensions	1,847	2,239
Inventories	902	959
Interest	28	17
Operating losses carry forward	-	1,608
Right of use assets	(2,158)	(2,354)
Convertible Notes	(2,927)	(4,005)
Intangible assets	(9,176)	(9,295)
Other items	1,692	1,579
Total deferred tax assets (liabilities), net	14,260	21,247

Following is a summary of changes in items giving rise to deferred tax assets (liabilities), net:

(€ thousands)	January 1, 2025	Profit and loss 2025	Other comprehensive income	Equity	Foreign currency translation	December 31, 2025
<i>Deferred tax assets (liabilities), net</i>						
Swiss tax credits	28,067	(6,314)	-	-	57	21,810
Lease liabilities	2,432	(172)	-	-	(18)	2,242
Provision for pensions	2,239	64	(400)	-	(36)	1,867
Operating losses carry forward	1,608	(1,548)	-	-	(60)	-
Inventories	959	(40)	-	-	(17)	902
Interest	17	11	-	-	-	28
Right of use assets	(2,354)	179	-	-	17	(2,158)
Convertible Notes	(4,005)	885	-	193	-	(2,927)
Intangible assets	(9,295)	-	-	-	119	(9,176)
Other items	1,579	(354)	(251)	719	(21)	1,672
Total	21,247	(7,289)	(651)	912	41	14,260

(€ thousands)	January 1, 2024	Profit and loss 2024	Other comprehensive income	Equity	Foreign currency translation	December 31, 2024
<i>Deferred tax assets (liabilities), net</i>						
Swiss tax credits	10,443	17,582	-	-	42	28,067
Lease liabilities	2,773	(371)	-	-	30	2,432
Provision for pensions	1,936	84	254	-	(35)	2,239
Operating losses carry forward	1,543	6	-	-	59	1,608
Inventories	1,378	(441)	-	-	22	959
Interest	-	17	-	-	-	17
Right of use assets	(2,704)	377	-	-	(27)	(2,354)
Convertible Notes	(6,827)	800	-	2,022	-	(4,005)
Intangible assets	(9,176)	(62)	-	-	(57)	(9,295)
Other items	(108)	586	1,071	-	30	1,579
Total	(742)	18,578	1,325	2,022	64	21,247

Up to and including 2019, Besi's Swiss operations had a mixed company status on Cantonal and Communal level. Effective January 1, 2020, the Federal Act on Tax Reform and AHV Financial ("Swiss Tax Reform") became effective, abolishing the current privileged corporate tax regimes. Upon transition, the Company has decided to use the current law step up method, which creates tax-free reserves. These tax-free reserves can be depreciated against taxable income on Cantonal and Communal level for a period of five years (years 2020 up to and including 2024) and to a maximum of 70% of the taxable income. The last amortization occurred in 2024 and the remaining deferred tax asset dissolved in a tax neutral manner.

As part of the Swiss Tax Reform, effective January 1, 2020, this regime was abolished and upon transition, tax-free reserves were created on Swiss Federal level which can be depreciated against taxable income for a period of ten years in equal installments (years 2020 up to and including 2029).

In 2024, due to a domestic Swiss restructuring, the Company obtained an approval on Cantonal and Communal level to recognize a tax asset which can be dynamically amortized over a period of five years. For this deductible temporary difference, the Company recorded a deferred tax asset of € 23.5 million at December 31, 2024. As a result of the restructuring, the Company also incurred a current tax expense of € 8.0 million in 2024.

In 2025, the Company utilized € 6.3 million of the deferred tax assets related to the tax-free reserves on Cantonal, Communal and Federal Level.

The deferred tax asset for operating carry forward losses related to the Company's US operations has been fully utilized in 2025. The Company does not expect that the carry forward losses of its Austrian operations can be utilized within the foreseeable future. The related deferred tax asset has been released.

In 2025, the Company incurred interest expenses that have not been fully recognized as deductible for Dutch tax purposes. Based on an assessment of current and projected future taxable results in the Netherlands, these interest expenses may not be deductible within the foreseeable future. Consequently, no deferred tax asset has been recognized in respect of the non-deductible interest.

Under the Dutch innovation box regime, qualifying income that results from endeavors in the field of research and development, is taxed at an effective Dutch corporation tax rate of 9%. In 2019, the Company has been granted the Dutch innovation box regime, effective January 1, 2015 for the years up to and including 2022, which has been extended from January 1, 2023 up to and including 2027.

The distinction in recognized and unrecognized tax losses carry forward and tax credits is as follows:

(€ millions)	2025		2024	
	Recognized	Unrecognized	Recognized	Unrecognized
US	-	-	0.8	-
Austria	-	1.6	0.8	-
Vietnam	-	0.4	-	0.2
Total tax losses carried forward	-	2.0	1.6	0.2
Switzerland tax-free reserves	21.8	-	28.0	-
Netherlands non-deductible interest	-	1.4	-	-
Withholding taxes	-	0.1	-	0.2
Total	21.8	3.5	29.6	0.4

The aggregate deferred tax related to items recognized outside of profit and loss amounts to € 0.3 million.

The Dutch domestic statutory tax rate is 25.8% for the year ended December 31, 2025 and 2024. The reconciliation between the actual income tax shown in the Consolidated Statement of Operations and the expense (benefit) that would be expected based on the application of the domestic tax rate to income before income tax is as follows:

(€ thousands)	Year ended December 31, 2025		Year ended December 31, 2024	
		in % of income before taxes		in % of income before taxes
Expected income tax expense				
based on domestic rate	39,719	25.8%	48,638	25.8%
Foreign tax rate differential	(18,420)	(12.0%)	(22,577)	(12.0%)
Recognition of Swiss tax credit	-	-	(15,512)	(8.2%)
Non-deductible expenses	5,046	3.3%	4,870	2.6%
Tax incentive	(4,149)	(2.7%)	(3,457)	(1.8%)
Tax exempt income	(1,765)	(1.1%)	(1,395)	(0.7%)
Valuation allowance adjustments	1,606	1.0%	(907)	(0.5%)
Adjustments prior years	(180)	(0.1%)	(2,647)	(1.4%)
Other	450	0.3%	(485)	(0.3%)
Income tax expense reported	22,307	14.5%	6,528	3.5%

The difference between the effective tax rate and the statutory rate in the Netherlands is mainly due to different statutory tax rates in the countries in which the Company operates outside the Netherlands, primarily in Switzerland. The non-deductible expenses mainly relate to non-deductible interest incurred in the Netherlands. The tax incentives mainly relate to the application of the innovation box regime in the Netherlands and preferential tax rate in Singapore.

The recognition of Swiss tax credit of € 15.5 million in 2024 relates to the net tax effect of the restructuring in Switzerland in 2024.

The income tax expense shown in the Consolidated Statement of Operations consists of the following:

(€ thousands)	Year ended December 31,	
	2025	2024
Current	15,018	25,106
Deferred	7,289	(18,578)
Total	22,307	6,528

There are no income tax consequences attached to the proposed payment of dividends by the Company to its shareholders.

No deferred income taxes are recognized on undistributed earnings of Besi's subsidiaries as the potential tax effect is considered not material at December 31, 2025.

The Company is currently not in scope of Pillar Two legislation.

Tax risk

Given the international business structure of the Company and the increasing number and amounts of intercompany transactions certain tax risks related hereto may exist. Profits are allocated to countries where factual economic activities are executed in accordance with national and international rules and standards and intragroup transactions have a business rationale. Besi has controls and procedures in place, including oversight, to manage its tax risks. These risk management and governance arrangements are embedded in an Internal Besi Framework. Besi has appropriate tax knowledge in-house to deal with its tax affairs, supplementing this with external advice where appropriate. Besi monitors new and developing tax legislation, ensures appropriate training is provided to its staff, and adapts procedures and processes to comply with changes.

In 2024, the Austrian Tax Authorities finalized the tax audit over the period 2019 to 2021 and issued final assessments. Together with the final tax assessments for the period 2015 to 2018, this has led to a total additional € 4.5 million tax payable. The assessments are related to an adjustment with respect to the transfer pricing policy implemented. The Company is of the view that the transfer pricing policy historically applied is in line with the arm's length principle as set forth by the OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations and Austrian transfer pricing regulation. The assessments issued by the Austrian Tax Authorities would trigger double taxation for the Company. As such, in order to defend the Company's tax filing position in Austria and, if applicable, to avoid any remaining double taxation, a Mutual Agreement Procedure ("MAP") request has been filed for the period 2015 to 2018 and for the period 2019 to 2021 with the relevant Competent Authorities. This process can extend to several years until it comes to conclusion.

As the Company has applied the same transfer pricing policy for the subsequent years, it is likely that the Austrian Tax Authorities will challenge the applied transfer pricing practice also for the subsequent years based on the assessment issued for the 2015 to 2018 and 2019 to 2021 tax audit period. The total potential additional tax expenses related to the period 2015 to 2025 amounts to approximately € 5.9 million being the single best estimate of the uncertainty and includes an offsetting corresponding adjustment on the Swiss taxable income.

Based on the relevant facts and circumstances, the Company has determined that it is probable that the MAP will confirm the Company's transfer pricing policy and as such determined the taxable profit consistently with the tax treatment used in its income tax filings, not reflecting these additional tax expenses associated with the uncertainty.

31. Earnings per share

The following table reconciles ordinary shares outstanding at the beginning of the year to average shares outstanding used to compute income per share.

	2025	2024
Shares outstanding at beginning of the year	79,312,140	77,015,794
Shares re-issued from treasury shares for the vesting of performance stock awards	155,696	178,067
Shares re-issued from treasury shares for the vesting of shares discretionary granted	7,750	111,650
Shares re-issued from treasury shares for partial conversion of the 2017 and 2020 Convertible Notes	498,603	2,641,977
Shares bought under the share repurchase program	(692,404)	(635,348)
Shares outstanding at end of the year	79,281,785	79,312,140
Average shares outstanding - basic	79,124,918	78,877,471
Dilutive effect of outstanding performance shares	170,722	288,107
Dilutive effect of outstanding convertible notes	449,753	2,724,329
Average shares outstanding - diluted	79,745,393	81,889,907

For the purpose of calculating dilutive earnings per share, net income for 2025 was € 132.0 million. This amount has been adjusted by € 0.4 million to reflect the after-tax impact of interest expense related to the 2020 Convertible Notes. In the prior year, the adjustment for interest expense on convertible notes was € 6.1 million. The 2022 Convertible Notes have the potential to dilute earnings per share in future periods.

32. Financial instruments, financial risk management objectives and policies

Fair value of financial instruments

The Company assumes that the book value of the Company's financial instruments, which consist of cash and cash equivalents, deposits, trade receivables and accounts payable, does not significantly differ from their fair value due to the short maturity of those instruments and to the fact that interest rates are floating or approximate the rates currently available to the Company. For the valuation of the Convertible and Senior Notes reference is made to [Note 19](#).

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The fair values of other financial assets and financial liabilities, together with the carrying amounts in the Consolidated Statements of Financial Position, are as follows:

(€ thousands)	Note	Carrying amount	December 31, 2025	
			Level	Fair value
<i>Financial assets</i>				
Forward foreign currency exchange contracts	7	779	2	779
Marketable securities for pension liability	13	572	1, 2	572
Total		1,351		1,351
<i>Financial liabilities</i>				
Forward foreign currency exchange contracts	17	727	2	727
Long-term debt ¹	19	507,001	1	550,428
Total		507,728		551,155

¹ The fair value of the Convertible and Senior Notes included in the long-term debt are based on the closing prices of the Notes on the Deutsche Börse Freiverkehr market.

(€ thousands)	Note	Carrying amount	December 31, 2024	
			Level	Fair value
<i>Financial assets</i>				
Forward foreign currency exchange contracts	7	581	2	581
Marketable securities for pension liability	13	566	1, 2	566
Total		1,147		1,147
<i>Financial liabilities</i>				
Forward foreign currency exchange contracts	17	9,825	2	9,825
Long-term debt ¹	19	527,695	1	597,563
Total		537,520		607,388

¹ The fair value of the Convertible and Senior Notes included in the long-term debt are based on the closing prices of the Notes on the Deutsche Börse Freiverkehr market.

There were no transfers between levels during the years ended December 31, 2025 and December 31, 2024.

The recurring fair value measurement is applicable to the valuation of forward exchange contracts for hedging purposes. According to IFRS 13 this measurement is categorized as Level 2. Non-recurring fair value measurements were not applicable in the reporting period.

Financial risk management objectives and policies

Risk management framework

The Company, being a multinational corporation, is inherently exposed to a variety of financial risks, such as foreign currency risk, interest rate risk, credit risk, market risk, liquidity risk and capital risk.

The Company's overall risk management policy is established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to risk limits. Risk management policies and systems are managed at central level and reviewed regularly to reflect changes in market conditions and the Company's activities.

All material findings that result from the use of the Company's risk management policy are discussed with the Audit Committee and Supervisory Board.

The Company, through its training, management standards and procedures, such as guidelines and instructions governing hedging of financial risks, developed a disciplined and constructive control environment in which all employees understand their roles and obligations. In addition, the Company performs several reviews at all significant operating companies, such as reviews of the foreign currency positions. The Company's policies, specifically regarding foreign currency hedging, interest rate, credit, market and liquidity risks, are further described in the remainder of this Note.

Foreign currency risk

Due to the international scope of the Company's operations, the Company is exposed to the risk of adverse movements in foreign currency exchange rates. These movements typically also affect economic growth, inflation, interest rates, government actions and other factors. These changes can cause the Company to adjust its financing and operating strategies. The Company is primarily exposed to fluctuations in the value of the euro, Swiss franc, Singapore dollar, Malaysian ringgit and Chinese renminbi against the US dollar. Furthermore, due to the Company's ongoing transfer of the supply chain to Asia, the Company is increasingly exposed to fluctuations of the Malaysian ringgit, Chinese renminbi and Singapore dollar against the euro, Swiss franc and US dollar.

As a consequence of the global nature of the Company's businesses, its operations, reported financial results and cash flows are exposed to the risks associated with fluctuations in exchange rates between the euro and other major world currencies.

The Company's currency risk exposure primarily occurs because a portion of its revenue is generated in currencies other than the euro while the major share of the corresponding cost of sales is incurred in euro, Swiss franc, Malaysian ringgit and Chinese renminbi. The percentage of its consolidated net revenue which is represented in US dollar amounted to approximately 72% and 71% of total revenue for the years ended December 31, 2025 and 2024, respectively, whereas revenue denominated in euro amounted to approximately 28% and 29% in 2025 and 2024, respectively. Approximately 37% of its costs and expenses were denominated in euro, 25% in Malaysian ringgit, 12% in Chinese renminbi, 6% in US dollar and the remaining 20% in various other currencies. In order to mitigate the impact of currency exchange rate fluctuations, the Company continually assesses its remaining exposure to currency risks and hedges such risks through the use of derivative financial instruments.

The Company seeks to protect itself from adverse movements in foreign currency exchange rates by hedging firmly committed sales contracts, which are denominated in foreign currencies through the use of forward foreign currency exchange contracts. In addition, the Company also uses forward foreign currency exchange contracts to hedge balance sheet positions that are denominated in a foreign currency. During 2025 and 2024, the Company did not have any derivative financial instruments that were held for trading or speculative purposes. Furthermore, the Company does not use financial instruments to hedge the translation risk related to equity and intercompany loans of a permanent nature. The Company has adopted the cash flow hedge model in line with IFRS 9. In this hedging model, the effective part of a hedge transaction is reported as a component of other comprehensive income, which is reclassified to earnings in the same period(s) in which the hedged forecasted transaction affects earnings.

Due to cash flow hedge transactions, € 2,101 was reported as other comprehensive income at December 31, 2025. The amount in 2025 recycled from equity in revenue in the Consolidated Statement of Operations was € 7,535. The cash flow hedging reserve included in equity comprises the effective portion of the cumulative net change in the fair value of cash flow hedges related to hedged transactions that have not yet occurred. The ineffective part of the hedges recognized, directly in the Consolidated Statement of Operations was a gain of € 338 in 2025 and € 22 in 2024.

The movement of the cash flow hedging reserve is as follows:

(€ thousands)	2025	2024
Balance at January 1	(2,838)	4,675
Amount recognized in equity	(2,258)	(7,153)
Amount recycled in Consolidated Statement of Operations	7,535	(338)
Amount reclassified to Consolidated Statement of Operations due to ineffectiveness	(338)	(22)
Balance at December 31	2,101	(2,838)

The Company has exposure to credit risk to the extent that the counterparty of the transaction fails to perform according to the term of the contract. The amount of such credit risk, measured as the fair value of all forward foreign currency exchange contracts that have a positive fair value position, was € 779 and € 581 at December 31, 2025 and 2024, respectively. The Company believes that the risk of significant loss from credit risk is remote, because it deals with credit-worthy financial institutions. The Company does not, in the normal course of business, demand collateral from its counterparties.

A summary of the Company's most important forward foreign currency exchange contracts at foreign currency contract rate is set forth below:

(€ thousands)	Nominal value	Average rate	Maturity	Fair value, net
<i>December 31, 2025</i>				
To sell US dollars for Swiss francs	236,970	1.267	< 4 months	9
To sell US dollars for euros	47,424	1.172	< 4 months	172
To sell euros for Swiss francs	19,785	1.078	< 2 months	(52)
To buy Malaysian ringgits for Swiss francs	15,665	4.062	< 1 month	37
To buy Malaysian ringgits for US dollars	11,458	4.064	< 1 month	19
To buy Chinese renminbi for Swiss francs	12,696	8.858	< 1 month	26
Other FX pair contracts	76,895		< 1 month	(159)
Total	420,893			52
<i>December 31, 2024</i>				
To sell US dollars for Swiss francs	166,755	1.156	< 4 months	(6,895)
To sell US dollars for euros	48,666	1.093	< 4 months	(2,368)
To sell euros for Swiss francs	44,143	1.074	< 2 months	(376)
To sell Malaysian ringgits for US dollars	23,604	4.446	< 1 month	116
To buy Malaysian ringgits for US dollars	17,480	4.455	< 2 months	(54)
To sell Chinese renminbi for Swiss francs	16,606	8.233	< 1 month	321
Other FX pair contracts	51,452		< 1 month	12
Total	368,706			(9,244)

The contracts to sell US dollars for euros and Swiss francs predominantly apply for hedge accounting. All other forward foreign currency exchange contracts are economic hedges. At December 31, 2025 and 2024, the unrealized gain (loss) on forward foreign currency exchange contracts that were designated as a hedge of firmly committed transactions amounted to € 52 and € (9,244), respectively.

The fair value of the Company's forward foreign currency exchange contracts, which are categorized as Level 2 is as follows:

(€ thousands)	2025		2024	
	Positive	Negative	Positive	Negative
<i>Forward foreign currency exchange contracts</i>				
Fair value	779	727	581	9,825

The fair value of the forward foreign currency exchange contracts is included in the Company's other receivables and the other payables. The Company recorded no changes in the fair value of the financial instruments that were attributable to changes in the credit risk of the forward exchange contracts. All foreign exchange currency contracts have a maturity of less than twelve months. The cash flows related to foreign currency contracts with positive fair values and related to foreign currency contracts with negative fair values may be settled gross or net and are expected to occur as follows:

(€ thousands)	December 31, 2025	December 31, 2024
Proceeds	420,945	359,462
Payments	(420,893)	(368,706)
Net	52	(9,244)

The Company's principal financial liabilities, other than derivatives, comprise of bank loans and overdrafts, Convertible Notes, Senior Notes, financial leases and trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company has various financial assets such as trade receivables and cash and short-term deposits, which arise directly from its operations.

The Company enters into derivative transactions exclusively with forward currency contracts. The purpose of these transactions is to manage the currency risks arising from the Company's operations.

The following table presents a sensitivity analysis of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Company's equity (due to changes in the fair value of forward exchange contracts) related to reasonable potential changes in the US dollar exchange rate compared to the euro and Swiss franc, with all other variables held constant. This comparison is done as most transactions are in US dollar and are hedged against the local currencies of the main operations in the Netherlands, Switzerland and Malaysia. The analysis includes the effects of fair value changes of the financial instruments used to hedge the currency exposures and focuses only on balance sheet positions.

The discussion below of changes in currency exchange rates does not incorporate other economic factors. For example, the sensitivity analysis does not take into account the possibility that rates can move in opposite directions and that gains from one category may or may not be offset by losses from another category. As currency exchange rates change, translation of the statements of operations of the Company's international business into euro affects year over year comparability.

(€ thousands)		Effect on profit before tax	2025 Effect on equity	Effect on profit before tax	2024 Effect on equity
Increase/decrease in US dollar rate compared to euro	+10%	-	(2,300)	-	(2,400)
	-10%	-	2,300	-	2,400
Increase/decrease in US dollar rate compared to Swiss franc	+10%	-	(16,600)	-	(7,300)
	-10%	-	16,600	-	7,300

The current outstanding forward exchange contracts have been included in this calculation.

Interest rate risk

The Company has interest-bearing assets and liabilities exposing it to fluctuations in market interest rates. The Company is hardly exposed to the risk of changes in market interest rates through borrowing activities due to very limited debt with floating interest rates. Given the Company's cash position, fluctuations in market interest rates are affecting the Company's results. An increase of interest rates will have a positive effect, while a decrease of market interest rates will negatively impact the Company's results. No derivative interest rate related swaps have been entered into for trading or speculative purposes or to manage interest exposures.

Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities for cash and cash equivalents and derivative financial instruments. With its treasury and cash investment policies the Company manages exposure to credit risks on an ongoing basis including monitoring of the creditworthiness of counterparties. The Company does not anticipate on non-performance by counterparties given their strong creditworthiness expressed in good credit rates.

The Company's maximum exposure to credit risk for financial instruments are the carrying amounts of financial assets as illustrated in the table at the beginning of [this Note](#). The Company does not hold collateral as security.

Cash and cash equivalents

The Company is managing the credit risk from balances with banks and cash equivalents in accordance with the Company's cash investment policy. In addition to preserving the principal amount, the main objectives of this policy are maintaining appropriate liquidity for business operations, diversifying cash investments to minimize risk from inappropriate investments and concentrating the Company's cash at the highest level, i.e. BE Semiconductor Industries N.V. Diversification is aimed by distributing the cash and cash equivalents over at least five counterparties including money market funds. Cash pool arrangements based on zero-balancing are in place to concentrate cash enabling BE Semiconductor Industries N.V. to fulfil the role of internal bank.

The Company invests cash and cash equivalents in (short-term) deposits and reverse repos with financial institutions that have good credit ratings and in AA and AAA money market funds that invest in highly rated short-term debt securities of governments, financial institutions and corporates. These investments are readily convertible to cash due to high market liquidity and are subject to an insignificant risk of change in value.

Trade receivables and other receivables

The Company has established a credit policy under which credit evaluations are performed on all customers requiring credit over specified thresholds. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. As the Company's revenue is generated by shipments to Asian manufacturing operations of leading US, European and Asian semiconductor manufacturers and subcontractors, an industry and geographical concentration of credit risk exists. However, this risk is reduced through the long-term relationships with its customers.

Ageing of trade receivables and other receivables:

(€ thou- sands)	Total	Impaired	Current	Past due				
				< 30 days	30-60 days	60-90 days	90-120 days	> 120 days
2025	199,494	(341)	170,051	13,964	4,815	4,214	3,971	2,820
2024	209,603	(273)	172,418	18,708	8,443	5,491	1,557	3,259

Expected credit loss assessment

The Company recognizes an allowance for expected credit losses ("ECLs"). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. In addition, the Company has compared the outcome based on historical losses with the credit ratings of its largest individual customers.

Based on the above, an amount of € 341 of impairment has been recognized on trade receivables and contract assets as per December 31, 2025.

Forward exchange contracts

The forward exchange contracts are with multiple counterparties that have high credit ratings. Currently, the Company does not expect any counterparty to fail to meet its obligations.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing returns. The Company buys and sells derivatives, and also incurs financial liabilities, in order to manage market risks. All such transactions are carried out within the guidelines set by the Company.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's liquidity needs are affected by many factors including uncertainties of the global economy and the semiconductor industry resulting in fluctuating cash requirements. The Company believes that it will have sufficient liquidity to meet its current liabilities including expected capital expenditures and repayment obligations. The Company monitors its risk to a shortage of funds by reviewing cash flows of all entities throughout the year. The Company intends to return cash to its shareholders on a regular basis in the form of dividend payments and, subject to actual and anticipated liquidity requirements and other relevant factors, share buybacks.

The table below summarizes the maturity profile of the Company's financial liabilities at December 31, 2025 and 2024, based on contractual undiscounted payments:

(€ thousands)	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
<i>December 31, 2025</i>						
Convertible Notes (assuming no conversion)	-	-	-	175,000	-	175,000
Other long-term debt	-	-	-	-	350,000	350,000
Lease liabilities (Note 20)	-	923	2,306	7,981	4,367	15,577
Interest payable Notes	-	7,875	11,156	71,203	15,750	105,984
Trade payable	16,964	18,433	21,127	-	-	56,524
Other payables	476	10,377	26,833	-	-	37,686
Total	17,440	37,608	61,422	254,184	370,117	740,771

(€ thousands)	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
<i>December 31, 2024</i>						
Convertible Notes (assuming no conversion)	-	-	-	199,100	-	199,100
Other long-term debt	-	-	2,042	-	350,000	352,042
Lease liabilities (Note 20)	-	1,093	3,117	7,540	5,858	17,608
Interest payable Notes	-	7,965	11,247	74,846	31,500	125,558
Trade payable	26,417	26,213	-	-	-	52,630
Other payables	108	13,996	25,654	-	-	39,758
Total	26,525	49,267	42,060	281,486	387,358	786,696

It is not expected that the cash flows included in the maturity profile could occur significantly earlier, or at significantly different amounts.

Capital management

The primary objective of the Company's capital management is to ensure healthy capital ratios, with focus on liquidity and financial stability throughout the industry cycles, in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may make a dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended December 31, 2025 and December 31, 2024. The Company only regards equity as capital. This capital is managed using solvency ratio (excluding intangible assets) and return on investment.

(€ thousands, except for percentages)	2025	2024
Equity	416,397	501,264
Solvency ratio ¹	37.4%	40.6%
Solvency ratio (excluding intangible fixed assets) ²	27.7%	32.8%
Return on average equity ³	28.7%	39.4%

¹ Solvency ratio is defined as total equity (€ 416.4 million) divided by total assets (€ 1,113.7 million).

² Solvency ratio (excluding intangible assets) is defined as total equity (€ 416.4 million) divided by total assets (€ 1,113.7 million), both under subtraction of intangible assets (€ 149.4 million).

³ Return on average equity is defined as net income (€ 131.6 million) divided by the average of the total equity at January 1, 2025 (€ 501.3 million) and total equity at December 31, 2025 (€ 416.4 million).

The total number of ordinary shares that will be awarded under the Framework Incentive Plan may not exceed 1.5% of the total number of outstanding shares at December 31 of the year prior to the year in which the award is made.

33. Events after the balance sheet date

There are no events to report.

Parent Company Balance Sheet

(Before appropriation of the result)

(€ thousands)	Note	December 31, 2025	December 31, 2024
<i>Assets</i>			
Intangible fixed assets	3	-	10
Tangible fixed assets	4	71	43
Investments in subsidiaries	5	390,745	380,363
Loans due from subsidiaries	5	32,702	15,854
Financial fixed assets		423,447	396,217
Other non-current assets		1,656	-
Total non-current assets		425,174	396,270
Amounts due from subsidiaries	10	29,236	46,876
Other receivables		6,138	9,605
Receivables		35,374	56,481
Deposits	6	170,000	330,000
Cash and cash equivalents	6	343,225	315,296
Total current assets		548,599	701,777
Total assets		973,773	1,098,047
<i>Shareholders' equity, provisions and liabilities</i>			
Share capital	7	811	811
Share premium	7	139,750	181,433
Retained earnings	7	(12,841)	(11,994)
Legal reserves	7	164,376	158,708
Other comprehensive income (loss)	7	(7,340)	(9,686)
Undistributed result	7	131,641	181,992
Shareholders' equity		416,397	501,264
Deferred tax liabilities	14	2,521	3,404
Provisions		2,521	3,404
Long-term debt	9	507,001	525,653
Non-current liabilities		507,001	525,653
Bank overdraft		-	776
Trade payables		3,825	4,962
Income tax payable		666	-
Amounts due to subsidiaries	10	33,650	51,299
Other payables		9,713	10,689
Current liabilities		47,854	67,726
Total shareholders' equity, provisions and liabilities		973,773	1,098,047

Parent Company Statement of Income and Expense

(€ thousands)	Note	Year ended December 31,	
		2025	2024
General and administrative expenses		8,138	16,685
Total operating expenses		8,138	16,685
Operating income (loss)		(8,138)	(16,685)
Financial income	12	16,221	19,533
Financial expense	12	(26,364)	(17,436)
Financial income (expense), net		(10,143)	2,097
Loss before income tax and income from subsidiaries		(18,281)	(14,588)
Income tax expense (benefit)	14	(763)	(1,925)
Income from subsidiaries, after taxes	5	149,159	194,655
Net income		131,641	181,992

Notes to the Parent Company Financial Statements

1. General

BE Semiconductor Industries N.V. acts as a holding company. The description of the activities and the structure of the Company, as included in the Notes to the Consolidated Financial Statements also apply to the Parent Company Financial Statements. BE Semiconductor Industries N.V.'s principal executive office is located at Ratio 6, 6921 RW Duiven, the Netherlands. Statutory seat of the Company is Amsterdam; number at Chamber of Commerce is 09092395.

2. Summary of significant accounting policies

The Financial Statements of the parent company have been prepared using the option of article 362(8) of Book 2 of the Netherlands Civil Code, meaning that the accounting principles used are the same as for the Consolidated Financial Statements.

Foreign currency amounts have been translated, assets and liabilities have been valued, and net income has been determined, in accordance with the principles of valuation and determination of income presented in the summary of significant accounting policies included in the Notes to the Consolidated Financial Statements. Subsidiaries of the parent company are accounted for using the net equity value. The net equity value is determined on the basis of IFRS accounting principles applied in the Consolidated Financial Statements. In case of a negative net equity value of a subsidiary, the negative value is deducted from the loan due from the respective subsidiary. The loans due from subsidiaries are considered as part of the net investments in subsidiaries.

In addition, the Company will apply the option provided to eliminate the impact of IFRS 9 on intercompany receivables and payables in the Parent Company Financial Statements against their book value of these receivables and payables in order to have no impact on the reconciliation between the consolidated equity and company equity position.

BE Semiconductor Industries N.V. is parent of the fiscal unity BE Semiconductor Industries N.V. All current and deferred tax positions attributable to the fiscal unit are reported at the level of BE Semiconductor Industries N.V., whereby income tax expense is allocated to the Dutch subsidiaries based on the individual income before tax and the statutory tax rate taking the innovation box regime into account.

3. Intangible fixed assets

Intangible assets, net consist of the following:

(€ thousands)	2025	2024
<i>Balance at January 1,</i>		
Cost	2,856	2,856
Accumulated amortization	(2,846)	(2,756)
Intangible fixed assets, net	10	100
<i>Changes in book value</i>		
Amortization	(10)	(90)
Total changes	(10)	(90)
<i>Balance at December 31,</i>		
Cost	2,856	2,856
Accumulated amortization	(2,856)	(2,846)
Intangible fixed assets, net	-	10

The intangible fixed assets consist of capitalized licenses and are amortized in three to five years.

4. Tangible fixed assets

The tangible fixed assets include right of use assets for leased cars.

5. Financial fixed assets

The movement is as follows:

(€ thousands)	Investment in subsidiaries	Loans due from subsidiaries	Total
Balance at January 1, 2025	380,363	15,854	396,217
Income for the period	149,159	-	149,159
Dividend payments	(141,619)	-	(141,619)
Repayment of loans	-	(4,317)	(4,317)
Loans to subsidiaries	-	23,113	23,113
Deferred tax assets on share-based payments	418	-	418
Changes in accumulated other comprehensive income	6,840	-	6,840
Currency translation adjustment	(4,416)	(1,948)	(6,364)
Balance at December 31, 2025	390,745	32,702	423,447

(€ thousands)	Investment in subsidiaries	Loans due from subsidiaries	Total
Balance at January 1, 2024	355,828	11,913	367,741
Income for the period	194,655	-	194,655
Negative equity adjustments	(1,454)	1,454	-
Dividend payments	(163,855)	-	(163,855)
Repayment of loans	-	(4,715)	(4,715)
Loans to subsidiaries	-	6,269	6,269
Changes in accumulated other comprehensive income	(8,146)	-	(8,146)
Currency translation adjustment	3,335	933	4,268
Balance at December 31, 2024	380,363	15,854	396,217

Investments in subsidiaries

The negative equity adjustments in the movement schedule in 2024 are adjustments of the income for the period related to the net income of the subsidiaries with a negative equity value.

Loans due from/to subsidiaries

Interest on loans due from subsidiaries is calculated based on monthly base rates plus a market-conform mark-up. An amount of € 10.4 million relates to loans granted by BE Semiconductor Industries N.V. to its US subsidiaries. These loans are repaid upon lenders' demand for repayment. Therefore, no interest is calculated on these loans.

Following is an overview of all direct subsidiaries:

Name	Location and country of incorporation	Percentage of ownership
BE Semiconductor Industries Holding GmbH	Radfeld, Austria	100%
BE Semiconductor Industries USA, Inc.	Chandler, Arizona, USA	100%
Besi Leshan Co., Ltd.	Leshan, China	100%
Besi Switzerland AG	Steinhausen, Switzerland	100%
Cong Ty TNHH Besi Viet Nam	Ho Chi Minh City, Vietnam	100%
Fico International B.V.	Duiven, the Netherlands	100%
Meco Equipment Engineers B.V.	's-Hertogenbosch, the Netherlands	100%

6. Cash and cash equivalents and deposits

Interest rates on cash at banks are variable. Short-term deposits have a maturity or notice period between one and three months and carry interest at the respective short-term deposit rates and are reported as part of the cash and cash equivalents. Deposits with initial maturities longer than three months are reported under deposits and deposits with a remaining maturity exceeding twelve months are reported under financial fixed assets. The expected credit loss on cash and cash equivalents and deposits is considered immaterial.

At December 31, 2025 and 2024, no amount in cash and cash equivalents and deposits was restricted.

7. Shareholder's equity

Besi's authorized share capital consisted of 160,000,000 ordinary shares, nominal value € 0.01 per share, and 160,000,000 preference shares, nominal value € 0.01 per share.

(€ thousands, except for share data)	Number of ordinary shares outstanding ¹	Share capital	Share premium	Retained earnings	Legal reserves	Other comprehensive income (loss)	Undistributed result	Total share- holders' equity
Balance at January 1, 2025	81,146,738	811	181,433	(11,994)	158,708	(9,686)	181,992	501,264
Total comprehensive income for the period	-	-	-	-	(1,944)	2,346	131,641	132,043
Dividend paid to owners of the Company ²	-	-	-	-	-	-	(172,811)	(172,811)
Convertible Notes converted into equity ³	-	-	23,491	-	-	-	-	23,491
Changes in legal reserve	-	-	-	(7,612)	7,612	-	-	-
Appropriation of the result	-	-	-	9,181	-	-	(9,181)	-
Equity-settled share-based payments expense ⁴	-	-	16,793	-	-	-	-	16,793
Purchase of treasury shares ⁵	-	-	(81,967)	(2,416)	-	-	-	(84,383)
Balance at December 31, 2025	81,146,738	811	139,750	(12,841)	164,376	(7,340)	131,641	416,397

¹ The outstanding number of ordinary shares includes 1,864,953 and 1,834,598 treasury shares at December 31, 2025 and December 31, 2024, respectively.

² Represents € 2.18 dividend per share, approved at Besi's AGM on April 23, 2025 and paid in cash in May 2025.

³ Represents the carrying amount of the 2020 Convertible Notes upon conversion by bondholders. Further reference is made to the Notes to the Consolidated Financial Statements, [Note 19](#).

⁴ Reference is made to the Notes to the Consolidated Financial Statements, [Note 26](#).

⁵ The Company repurchased 692,404 ordinary shares in 2025 for an aggregate value of € 82.0 million.

Balance at January 1, 2024	81,146,738	811	108,144	(14,305)	157,962	(8,283)	177,084	421,413
Total comprehensive income for the period	-	-	-	-	(2,493)	(1,403)	181,992	178,096
Dividend paid to owners of the Company	-	-	-	-	-	-	(171,534)	(171,534)
Convertible Notes converted into equity	-	-	123,055	-	-	-	-	123,055
Changes in legal reserve	-	-	-	(3,239)	3,239	-	-	-
Appropriation of the result	-	-	-	5,550	-	-	(5,550)	-
Equity-settled share-based payments expense	-	-	30,067	-	-	-	-	30,067
Purchase of treasury shares	-	-	(79,833)	-	-	-	-	(79,833)
Balance at December 31, 2024	81,146,738	811	181,433	(11,994)	158,708	(9,686)	181,992	501,264

Changes in legal reserves during 2025 and 2024 are as follows:

(€ thousands)	Currency translation adjustment	Capitalized research and development expenses	Reserves for subsidiaries	Cash flow hedging	Total legal reserves
Balance at January 1, 2025	61,119	96,440	3,749	(2,600)	158,708
Total comprehensive income (loss) for the period	(6,345)	-	-	4,401	(1,944)
Transfer from retained earnings	-	7,772	(160)	-	7,612
Balance at December 31, 2025	54,774	104,212	3,589	1,801	164,376
Balance at January 1, 2024	56,869	93,266	3,684	4,143	157,962
Total comprehensive income (loss) for the period	4,250	-	-	(6,743)	(2,493)
Transfer from retained earnings	-	3,174	65	-	3,239
Balance at December 31, 2024	61,119	96,440	3,749	(2,600)	158,708

Preference shares

Besi's authorized share capital consists of 160,000,000 ordinary shares, nominal value € 0.01 per share, and 160,000,000 preference shares, nominal value € 0.01 per share.

No preference shares were outstanding at December 31, 2025 and December 31, 2024.

In April 2000, the foundation "Stichting Continuïteit BE Semiconductor Industries" (the "Foundation") was established. The Foundation is an independent legal entity and is not owned or controlled by any other legal person. The purpose of the Foundation is to safeguard the interests of the Company, the enterprise connected therewith and all the parties having an interest therein and to exclude as much as possible influences which could threaten, among other things, the continuity, independence and identity of the Company contrary to such interests. The aim of the preference shares is, among other things, to provide a protective measure against unfriendly take-over bids and other possible unsolicited influences which could threaten the Company's continuity, independence and identity. The issue of preference shares would enable the Company to consider its position in the then-existing circumstances.

By agreement of May 19, 2008, between the Company and the Foundation, which replaces a similar agreement dated April 19, 2002, the Foundation has been granted a call option pursuant to which it may purchase a number of preference shares up to a maximum of the number of ordinary shares issued and outstanding at the time of exercise of this option, minus one.

The Company has also granted to the Foundation the right to file an application for an inquiry into the policy and conduct of business of the Company with the Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer*). The Company believes that this may be a useful option in the period before the issuance of preference shares, without causing a dilution of the rights of other shareholders at that stage.

Foreign currency translation adjustment

The foreign currency translation adjustment comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Accumulated other comprehensive income (loss)

Accumulated other comprehensive income (loss) consists of:

(€ thousands)	December 31, 2025	December 31, 2024
Actuarial gains (losses)	(8,394)	(11,391)
Deferred taxes	291	942
Others	763	763
Accumulated other comprehensive income (loss)	(7,340)	(9,686)

Actuarial gains (losses)

The reserve for actuarial gains and losses arises from the actuarial calculations for the defined benefit pension plans.

Deferred taxes

The deferred taxes in accumulated other comprehensive income (loss) primarily relate to the deferred tax on the recognized actuarial gains and losses on the pension plans, cash flow hedges and share based payments.

Dividends

Proposed for approval at the Annual General Meeting of Shareholders to be held on April 23, 2026 (not recognized as a liability as at December 31, 2025 and December 31, 2024):

(€ thousands)	December 31, 2025	December 31, 2024
€ 1.58 per ordinary share (2024: € 2.18)	125,300	172,900

The Board of Management proposes to allocate the part of the net income for the year 2025 remaining after payment of the dividend to the retained earnings. The Supervisory Board has approved this proposal.

8. Borrowing facilities

A summary of Besi's principal credit lines is as follows:

- A € 80 million committed revolving credit facility with a consortium of European banks. In January 2026 this facility was replaced by a € 40 million committed revolving credit facility with an accordion option to increase to € 80 million. This new facility matures in 2031 with option to extend with two years. Outstanding amounts under the new facility will bear interest at EURIBOR plus a margin that depends on the Company's financial position. Borrowings under the facility can be repaid at any time at 100% of principal amount and can be used for working capital and other corporate purposes. The principal covenants associated with the facility include a maintenance test of consolidated debt to equity and a limitation on the incurrence of additional permitted indebtedness. The facility is granted without securities.
- An uncommitted overdraft facility of € 10.0 million for the purpose of short-term overdrafts (maximum of 15 days) in current accounts. The overdraft facility has no contractual maturity date.
- A credit line of € 1.0 million for bank guarantees is granted without securities. The borrowing facility has no contractual maturity date.

No borrowings were utilized.

9. Long-term debt

Reference is made to the Notes to the Consolidated Financial Statements, [Note 19](#).

10. Amounts due from/due to subsidiaries

Amounts due from/due to subsidiaries consist of non-interest bearing short-term receivables and payables and interest bearing cash pool positions, which are calculated based on market-rates.

11. Commitments and contingencies

BE Semiconductor Industries N.V. has assumed joint and several liabilities in accordance with article 403 Part 9 of Book 2 of The Dutch Civil Code with respect to all its Dutch subsidiaries.

BE Semiconductor Industries N.V. is parent of the fiscal unit BE Semiconductor Industries N.V. and is therefore liable for the liabilities of the fiscal unit as a whole. The fiscal unit consists of BE Semiconductor Industries N.V., Fico International B.V., Besi Netherlands B.V., Meco Equipment Engineers B.V. and A12 property B.V.

The credit facilities of Besi Leshan Co. Ltd. and Besi Singapore Pte. Ltd. for an aggregate value of € 6.2 million are secured by a parent company guarantee.

12. Financial income and expense

The components of financial income and expense are as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Interest income	13,691	17,101
Interest income from subsidiaries	2,530	2,226
Net result of hedging	-	206
Subtotal financial income	16,221	19,533
Interest expense	(24,343)	(16,079)
Interest expense to subsidiaries	(875)	(1,252)
Net result of hedging	(55)	-
Net foreign currency results	(1,091)	(105)
Subtotal financial expense	(26,364)	(17,436)
Financial income (expense), net	(10,143)	2,097

13. Selected operating expenses and additional information

Personnel expenses for all employees are as follows:

(€ thousands)	Year ended December 31,	
	2025	2024
Wages and salaries	3,510	2,970
Social security expenses	219	201
Pension and retirement expenses	354	391
Share-based compensation plans	16,375	30,067
Other personnel costs	717	682
Total personnel expenses	21,175	34,311

Certain selected operating expenses are recharged to subsidiaries.

The average number of employees during 2025 and 2024 was 14 and 13, respectively.

The remuneration paragraph is included in [Note 26](#) of the Consolidated Financial Statements and reference is also made to the [Remuneration Report](#) included in this Annual Report.

14. Income taxes

The deferred tax liabilities of € 2.5 million at December 31, 2025 is mainly related to temporary difference in the fiscal and commercial valuation on the Convertible Notes and inventories. A summary of the changes is as follows:

(€ thousands)	2025	2024
Balance at January 1	3,404	5,702
Movement through profit and loss	(781)	(276)
Movement through equity	(102)	(2,022)
Deferred tax liabilities December 31	2,521	3,404

The reconciliation of income tax benefit is as follows:

(€ thousands)	Year ended December 31, 2025		Year ended December 31, 2024	
		in % of loss before taxes		in % of loss before taxes
Expected income tax expense				
(benefit) based on domestic rate	(4,716)	25.8%	(3,764)	25.8%
Non-deductible expenses	4,356	(23.8%)	4,825	(33.1%)
Tax incentive	(450)	2.5%	(120)	0.8%
Other	47	(0.3%)	(2,866)	19.7%
Income tax expense (benefit) reported	(763)	4.2%	(1,925)	13.2%

15. Additional information

Cost of services provided by external auditor

EY Accountants B.V. has served as our independent registered public accounting firm for the year 2025 and 2024. The following table sets out the aggregated fees for professional audit services and other services rendered by EY Accountants B.V. and its member firms and/or affiliates in 2025 and 2024.

(€ thousands)	EY Accountants B.V.	EY Network	Year ended December 31, 2025	EY Accountants B.V.	EY Network	Year ended December 31, 2024
Audit services	509	239	748	543	220	763
Other assurance services	252	2	254	757	6	763
Other non-audit services	-	-	-	-	-	-
Total costs	761	241	1,002	1,300	226	1,526

16. Events after the balance sheet date

There are no events to report.

Duiven, February 18, 2026

Board of Management

Richard W. Blickman

Supervisory Board

Richard Norbruis

Carlo Bozotti

Elke Eckstein

Niek Hoek

Laura Oliphant

Other Information



Corporate Information

Corporate Office

BE Semiconductor Industries N.V.
Ratio 6, 6921 RW Duiven
The Netherlands
Tel. (31) 26 319 4500
www.besi.com
e-mail: info@besi.com, investor.relations@besi.com

For addresses of Besi's offices and manufacturing facilities worldwide, please visit Besi's website: www.besi.com.

Transfer Agent

Ordinary shares (euro)
ABN AMRO Bank N.V., Amsterdam, the Netherlands

Independent Auditors

EY Accountants B.V., Eindhoven, the Netherlands

Legal Counsels

Stibbe N.V., Amsterdam, the Netherlands
Taylor Wessing N.V., Amsterdam, the Netherlands

Trade Register

Chamber of Commerce, Arnhem, the Netherlands
Number 09092395

Statutory Financial Statements

The statutory financial statements of BE Semiconductor Industries N.V. will be filed with the Chamber of Commerce, Arnhem, the Netherlands.

Annual General Meeting

The Annual General Meeting of Shareholders will be held on April 23, 2026, 10.30 a.m.

Board of Management

Richard W. Blickman (1954)

Chief Executive Officer,
Chairman of the Board of Management

Management Team Members

Chris Scanlan (1969)

SVP Technology

Christoph Scheiring (1970)

SVP Die Attach

Peter Wiedner (1970)

SVP Sub Micron Die Attach

Jeroen Kleijburg (1974)

SVP Packaging

Bart Berenbak (1971)

VP Plating

Henk Jan Jonge Poerink (1970)

SVP Global Operations

Jong Kwon Park (1966)

SVP Sales & Customer Service APac

René Hendriks (1961)

SVP Sales Europe/North America

Andrea Kopp-Battaglia (1978)

SVP Finance

Other Members of Management

Kin Mun Kok (1980)

VP Besi Product Asia

Seng Poh Ho (1972)

VP Support Center Asia

Thomas Lokay (1975)

VP Strategic Supply Management

Independent Auditor's Report

To: the shareholders and Supervisory Board of BE Semiconductor Industries N.V.

Report on the audit of the Financial Statements 2025 included in the Annual Report

Our opinion

We have audited the accompanying Financial Statements for the financial year ended 2025 of BE Semiconductor Industries N.V. based in Amsterdam.

The Financial Statements comprise the Consolidated Financial Statements and the Parent Company Financial Statements.

In our opinion:

- The Consolidated Financial Statements give a true and fair view of the financial position of BE Semiconductor Industries N.V. as at December 31, 2025 and of its result and its cash flows for 2025 in accordance with IFRS Accounting Standards as adopted in the European Union (IFRS Accounting Standards) and with Part 9 of Book 2 of the Dutch Civil Code.
- The Parent Company Financial Statements give a true and fair view of the financial position of BE Semiconductor Industries N.V. as at December 31, 2025 and of its result for 2025 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The Consolidated Financial Statements comprise:

- The Consolidated Statement of Financial Position as at December 31, 2025.
- The following statements for 2025: the Consolidated Statement of Operations, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows.
- The Notes comprising material accounting policy information and other explanatory information.

The Parent Company Financial Statements comprise:

- The Parent Company Balance Sheet as at December 31, 2025.
- The Parent Company Statement of Income and Expense for 2025.
- The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the Financial Statements section of our report.

We are independent of BE Semiconductor Industries N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the *Wet toezicht accountantsorganisaties* ("Wta", Audit firms supervision act), the *Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten* ("ViO", Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the *Verordening gedrags- en beroepsregels accountants* ("VGBA", Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the Financial Statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our understanding of the business

BE Semiconductor Industries N.V. is the holding company for a worldwide business engaged in the development, production, marketing and sales of back-end equipment for the semiconductor industry. The group is structured in components, and we tailored our group audit approach accordingly. We paid specific attention in our audit to a number of areas driven by the operations of the group and our risk assessment.

We determined materiality and identified and assessed the risks of material misstatement of the Financial Statements, whether due to fraud or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Materiality

Materiality	€ 7,500,000 (2024: € 9,400,000)
Benchmark applied	Around 5% of income before income tax
Explanation	Based on our professional judgement we have considered an earnings-based measure as the appropriate basis to determine materiality. We consider income before income tax to be the most relevant measure given the nature of the business and the users of the Financial Statements. We determined materiality consistent with prior financial year.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the Financial Statements for qualitative reasons.

We agreed with the Supervisory Board that misstatements in excess of € 375,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

BE Semiconductor Industries N.V. is at the head of a group of entities. The financial information of this group is included in the Financial Statements.

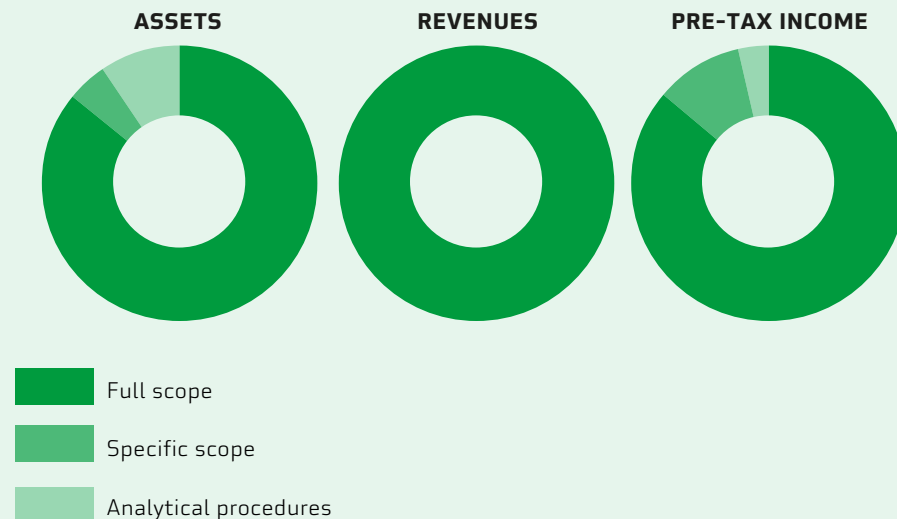
We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the Financial Statements. We are also responsible for the direction, supervision, review and evaluation of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

Based on our understanding of the group and its environment, the applicable financial framework and the group's system of internal control, we identified and assessed risks of material misstatement of the Financial Statements and the significant accounts and disclosures. Based on this risk assessment, we determined the nature, timing and extent of audit work performed, including the entities or business units within the group (components) at which to perform audit work. For this determination we considered the nature of the relevant events and conditions underlying the identified risks of material misstatements for the Financial Statements, the association of these risks to components and the materiality or financial size of the components relative to the group.

We communicated the audit work to be performed and identified risks through instructions for component auditors as well as requesting component auditors to communicate matters related to the financial information of the component that is relevant to identifying and assessing risks.

We selected the components in Austria, China, Malaysia, the Netherlands, Singapore and Switzerland to perform audits for group reporting purposes because we identified a significant risk of material misstatement for one or more account balances and/or disclosures. The central audit team performed audit procedures on accounting areas managed centrally, such as the key audit matter related to revenue recognition, the assessment of forward-looking information, the majority of the audit procedures of the Swiss and Dutch components and other centralized accounts. We used EY offices in the other countries for the remaining full scope and specific scope components.

This resulted in the following coverage:



For the components which are not assigned a full or specific scope, we performed analytical procedures to corroborate that our risk assessment and scoping remained appropriate throughout the audit.

We performed site visits to meet with local management and component teams, observe the component operations, discuss the group risk assessment and the risks of material misstatements for Singapore. We reviewed and evaluated the adequacy of the deliverables from component auditors and reviewed key working papers for selected components to address the risks of material misstatement. We held planning meetings, key meetings required based on circumstances and we attended closing meetings with local management and component teams for all components. During these meetings and calls, amongst others, the planning, procedures performed based on risk assessments, findings and observations were discussed and any further work deemed necessary by the primary or component team was then performed.

By performing the audit work mentioned above at the entities or business units within the group, together with additional work at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion on the Financial Statements.

Teaming and use of specialists

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of a listed client in the semiconductor industry. We included specialists in the areas of IT audit, forensics, sustainability, treasury, share-based payments and income tax and have made use of our own experts in the areas of transfer pricing.

Our focus on climate-related risks and the energy transition

Climate change and the energy transition are high on the public agenda. Issues such as CO₂ reduction impact financial reporting, as these issues entail risks for the business operation, the valuation of assets and provisions or the sustainability of the business model and access to financial markets of companies with a larger CO₂ footprint. The Board of Management summarized BE Semiconductor Industries N.V.'s commitments and obligations, and reported in the Sustainability Statement how the Company is addressing climate-related and environmental risks.

As part of our audit of the Financial Statements, we evaluated the extent to which climate-related risks and the effects of the energy transition and the Company's commitments and (constructive) obligations, are taken into account in estimates and significant assumptions, especially in the area of impairment of goodwill and other intangible assets, as well as in the design of relevant internal control measures. Furthermore, we read the report of the Board of Management and considered whether there is any material inconsistency between the non-financial information in the Sustainability Statement and the Consolidated Financial Statements.

Based on the audit procedures performed, we do not deem climate-related risks to have a material impact on the financial reporting judgements, estimates or significant assumptions as at December 31, 2025.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the Financial Statements, taken as a whole, are free from material misstatement, whether caused by fraud or error. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the Financial Statements due to fraud. During our audit we obtained an understanding of the Company and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the Supervisory Board exercises oversight, as well as the outcomes. We refer to the 'Risk Management' section of the Report of the Board of Management for management's fraud risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the Code of Conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We particularly considered fraud risk factors inherent to conducting business in countries with a higher corruption risk, as discussed in the section 'Risk Management' of the Report of the Board of Management. In close co-operation with our forensic specialists we evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We addressed the risks related to management override of controls, as this risk is present in all organizations. For these risks we have, among other things, performed procedures to evaluate whether the selection and application of accounting policies by the Company, in particular relating to important judgement areas and significant accounting estimates, as disclosed in Note 2 to the Financial Statements. We have also used data analysis to identify and address high-risk journal entries and other adjustments made in the financial reporting process. We evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties. Additionally, in order to respond to the identified risks of management override of controls, we specifically tested manual journal entries in revenues with supporting evidence.

The following fraud risk identified required significant attention during our audit.

Presumed risks of fraud in revenue recognition

Fraud risk	Our audit approach
When identifying and assessing fraud risks, we presume that there are risks of fraud in revenue recognition. The Company recognizes revenue when it transfers control over a product or service to a customer. Revenue recognition is considered a fraud risk as revenue is a focus area for the Company. These revenues are disclosed in Note 2 and 24 to the Financial Statements, which detail the significant accounting policies on revenue recognition.	We describe the audit procedures responsive to the presumed risk of fraud in revenue recognition in the description of our audit approach for the key audit matter 'Revenue Recognition'.

We considered available information and made enquiries of relevant executives, directors, internal audit and regional directors and the Supervisory Board.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the Financial Statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the Financial Statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the Financial Statements from our general industry experience, through discussions with the Board of Management, reading minutes, inspection of internal audit and compliance reports and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and were informed by the Board of Management that there was no correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally, we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in Note 1 to the Financial Statements and the 'Internal control and risk management section' in the Report of the Board of Management, the Financial Statements have been prepared on a going concern basis. When preparing the Financial Statements, the Board of Management made a specific assessment of the Company's ability to continue as a going concern and to continue its operations for the foreseeable future.

We discussed and evaluated the specific assessment with the Board of Management exercising professional judgement and maintaining professional skepticism. We considered whether the Board of Management's going concern assessment, based on our knowledge and understanding obtained through our audit of the Financial Statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern or management's use of the going concern basis of accounting. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements. We have communicated the key audit matters to the Supervisory Board. The key audit matters are not a comprehensive reflection of all matters discussed.

In comparison with previous year, our key audit matters did not change.

Revenue recognition

Risk	Our audit approach	Key observations
<p>The Company recognizes revenue when it transfers control over a product or service to a customer. Revenue recognition is considered a key audit matter as revenue is a focus area for the Company.</p> <p>We identified the following fraud risks related to improper revenue recognition for the Company:</p> <ol style="list-style-type: none"> 1. Cut-off of sales transactions before year end for machine sales 2. Issuance of invoices and manual journal entries for fictitious transactions in external revenues (which are never settled in cash) <p>Reference is made to Note 2 and 24 to the Financial Statements, which detail the significant accounting policies on revenue recognition.</p>	<p>We have assessed the appropriateness of the Company's revenue recognition accounting policies, obtained an understanding of the internal control environment and assessed compliance with IFRS 15. Our audit procedures included, amongst others, testing individual sales orders and transactions to assess proper identification of the identifiable performance obligations in the contracts and correct allocation of the transaction price to these performance obligations and recognition hereof.</p> <p>We also tailored our audit procedures to address our fraud risk. We used data analytics to correlate revenues to cash receipts and performed subsequent collection testing on trade receivables. Furthermore, we tested manual journal entries with supporting evidence. We also selected sales transactions before and after year end to assess whether revenue was recognized in the correct period by, amongst others, inspection of sales contracts, client acceptance documents and shipping documents. We also evaluated the adequacy of the disclosures provided by the Company in Note 2 and 24.</p>	<p>We assessed that the Company's revenue recognition accounting policies were appropriately applied.</p>

Report on other information included in the Annual Report

The Annual Report contains other information in addition to the Financial Statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the Financial Statements and does not contain material misstatements.
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report (excluding the Sustainability Statement) and the other information as required by Part 9 of Book 2 of the Dutch Civil Code and as required by Sections 2:135b and 2:145 sub section 2 of the Dutch Civil Code for the Remuneration Report.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the Financial Statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 and Section 2:135b sub-Section 7 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the Financial Statements.

The Board of Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code. The Board of Management and the Supervisory Board are responsible for ensuring that the Remuneration Report is drawn up and published in accordance with Sections 2:135b and 2:145 sub section 2 of the Dutch Civil Code.

Description of responsibilities regarding the Financial Statements

Responsibilities of the Board of Management and the Supervisory Board for the Financial Statements

The Board of Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with IFRS Accounting Standards and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the Board of Management is responsible for such internal control as the Board of Management determines is necessary to enable the preparation of the Financial Statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the Financial Statements, the Board of Management is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the Board of Management should prepare

the Financial Statements using the going concern basis of accounting unless the Board of Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Management should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the Financial Statements.

The Supervisory Board is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the audit of the Financial Statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Information in support of our opinion section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Our audit further included among others:

- Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Management.
- Evaluating the overall presentation, structure and content of the Financial Statements, including the disclosures.
- Evaluating whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Communication

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit. In this respect we also submit an additional report to the Audit Committee of the Supervisory Board in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determine the key audit matters: those matters that were of most significance in the audit of the Financial Statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Report on other legal and regulatory requirements and ESEF

Engagement

We were engaged by the general meeting as auditor of BE Semiconductor Industries N.V. on April 26, 2018, as of the audit for the year 2018 and have operated as statutory auditor ever since that date. As of April 28, 2022, we have been appointed as auditors for the period from 2022 to 2025.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

European Single Electronic Reporting Format ("ESEF")

BE Semiconductor Industries N.V. has prepared the Annual Report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the "RTS on ESEF").

In our opinion the Annual Report prepared in the XHTML format, including the (partially) marked-up Financial Statements as included in the reporting package by BE Semiconductor Industries N.V., complies in all material respects with the RTS on ESEF.

The Board of Management is responsible for preparing the Annual Report, including the Financial Statements, in accordance with the RTS on ESEF, whereby the Board of Management combines the various components into a single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the Annual Report in this reporting package complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N, *Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument* (assurance engagements relating to compliance with criteria for digital reporting). Our examination included amongst others:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the reporting package.
- Identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including:
 - Obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance document and the XBRL extension taxonomy files, has been prepared in accordance with the technical specifications as included in the RTS on ESEF.
 - Examining the information related to the Financial Statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

Eindhoven, February 18, 2026

EY Accountants B.V.

Signed by N. van Es

Limited assurance report of the independent auditor on the Sustainability Statement

To: the shareholders and the Supervisory Board of BE Semiconductor Industries N.V.

Our conclusion

We have performed a limited assurance engagement on the consolidated Sustainability Statement for 2025 of BE Semiconductor Industries N.V. based in Amsterdam (hereinafter: “the Company”) in section Sustainability Statement of the accompanying Report of the Board of Management including the information incorporated in the Sustainability Statement by reference (hereinafter: “the Sustainability Statement”).

Based on our procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Sustainability Statement is not, in all material respects:

- prepared in accordance with the European Sustainability Reporting Standards (“ESRS”) as adopted by the European Commission and compliant with the Double Materiality Assessment process carried out by the Company to identify the information reported pursuant to the ESRS; and
- compliant with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

Our conclusion has been formed on the basis of the matters outlined in this limited assurance report.

Basis for our conclusion

We have performed our limited assurance engagement on the Sustainability Statement in accordance with Dutch law, including Dutch Standard 3810N, *Assurance-opdrachten inzake duurzaamheidsverslaggeving* (Assurance engagements relating to sustainability reporting), which is a specified Dutch standard that is based on the International Standard on Assurance Engagements (ISAE) 3000 (Revised), “Assurance engagements other than audits or reviews of historical financial information”.

Our assurance engagement was aimed to obtain a limited level of assurance that the Sustainability Statement is free from material misstatements. The procedures vary in nature and timing from, and are less in extent, than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our responsibilities in this regard are further described in the section ‘Our responsibilities for the limited assurance engagement on the Sustainability Statement’ of our report.

We are independent of BE Semiconductor Industries N.V. in accordance with the *Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten* (“ViO”, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. This includes that we do not perform any activities that could result in a conflict of interest with our independent assurance engagement and we are not involved in the preparation of the Sustainability Statement, as doing so may compromise our independence. Furthermore, we have complied with the *Verordening gedrags- en beroepsregels accountants* (“VGBA”, Dutch Code of Ethics for Professional Accountants). The ViO and VGBA are at least as demanding as the International code of ethics for professional accountants (including International independence standards) of the International Ethics Standards Board for Accountants (the IESBA Code) as relevant to limited assurance engagements on Sustainability Statements of public interest entities in the European Union.

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Inherent limitations associated with measurement or evaluation of sustainability information

Significant uncertainties affecting the quantitative metrics and monetary amounts

Section ‘Sources of estimation and outcome uncertainty’ in the Sustainability Statement identifies the quantitative metrics and monetary amounts that are subject to a high level of measurement uncertainty and discloses information about the sources of measurement uncertainty and the assumptions, approximations and judgements the Company has made in measuring these in compliance with the ESRS.

Comparability may be limited for entity-specific sustainability information

The Company provides additional entity-specific sustainability information in Sections Diversity and Workers in the value chain. The comparability of entity-specific sustainability information between entities and over time may be affected by the absence of a uniform practice or availability of external information sources to measure or evaluate this information that can support comparability. This allows for the application of different, but acceptable, measurement techniques.

Inherent limitations of a Double Materiality Assessment process

The Sustainability Statement may not include every impact, risk and opportunity or additional entity-specific disclosure that each individual stakeholder (group) may consider important in its own particular assessment.

Inherent limitations of forward-looking information

In reporting forward-looking information in accordance with the ESRS, the Board of Management describes the underlying assumptions and methods of producing the information, as well as other factors that provide evidence that it reflects the actual plans or decisions made by the Company (actions). Forward-looking information relates to events and actions that have not yet occurred and may never occur. The actual outcome is likely to be different since anticipated events frequently do not occur as expected.

Comparative information not assured

Sustainability information for reporting years before 2024 included in the Sustainability Statement, has not been part of this limited assurance engagement. Consequently, we do not provide any assurance on the comparative information and thereto related disclosures in the Sustainability Statement for reporting years before Year 2024.

Our conclusion is not modified in respect of this matter.

Responsibilities of the Board of Management and the Supervisory Board for the Sustainability Statement

The Board of Management is responsible for the preparation of the Sustainability Statement in accordance with the ESRS, including the Double Materiality Assessment process carried out by the Company as the basis for the Sustainability Statement and disclosure of material impacts, risks and opportunities in accordance with the ESRS. As part of the preparation of the Sustainability Statement, the Board of Management is responsible for compliance with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

The Board of Management is also responsible for selecting and applying additional entity-specific disclosures to enable users to understand the Company's sustainability-related impacts, risks or opportunities and for determining that these additional entity-specific disclosures are suitable in the circumstances and in accordance with the ESRS.

Furthermore, the Board of Management is responsible for such internal control as it determines is necessary to enable the preparation of the Sustainability Statement that is free from material misstatement, whether due to fraud or error.

The Supervisory Board is responsible for overseeing the sustainability reporting process including the Double Materiality Assessment process carried out by the Company.

Our responsibilities for the limited assurance engagement on the Sustainability Statement

Our responsibility is to plan and perform the limited assurance engagement in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

We apply the applicable quality management requirements pursuant to the *Nadere voorschriften kwaliteitsmanagement* ("NVKM", regulations for quality management) and the International Standard on Quality Management ("ISQM") 1, and accordingly maintain a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and other relevant legal and regulatory requirements.

Our limited assurance engagement included amongst others:

- Performing inquiries and an analysis of the external environment and obtaining an understanding of relevant sustainability themes and issues, the characteristics of the Company, its activities and the value chain and its key intangible resources in order to assess the Double Materiality Assessment process carried out by the Company as the basis for the Sustainability Statement and disclosure of all material sustainability-related impacts, risks and opportunities in accordance with the ESRS.
- Obtaining through inquiries a general understanding of the internal control environment, the Company's processes for gathering and reporting entity-related and value chain information, the information systems and the Company's risk assessment process relevant to the preparation of the Sustainability Statement and for identifying the Company's activities, determining eligible and aligned economic activities and prepare the disclosures provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation), without obtaining assurance information about the implementation or testing the operating effectiveness of controls.
- Assessing the Double Materiality Assessment process carried out by the Company and identifying and assessing areas of the Sustainability Statement, including the disclosures provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation), where misleading or unbalanced information or material misstatements, whether due to fraud or error, are likely to arise ('selected disclosures'). Designing and performing further assurance procedures aimed at assessing that the Sustainability Statement is free from material misstatements responsive to this risk analysis.
- Considering whether the description of the Double Materiality Assessment process in the Sustainability Statement made by the Board of Management appears consistent with the process carried out by the Company.
- Determining the nature and extent of the procedures to be performed for the group components and locations. For this, the nature, extent and/or risk profile of these components are decisive.

- Performing analytical review procedures on quantitative information in the Sustainability Statement, including consideration of data and trends.
- Assessing whether the Company's methods for developing estimates are appropriate and have been consistently applied for selected disclosures. We considered data and trends, however our procedures did not include testing the data on which the estimates are based or separately developing our own estimates against which to evaluate the Board of Management's estimates.
- Analyzing, on a limited sample basis, relevant internal and external documentation available to the Company (including publicly available information or information from actors throughout its value chain) for selected disclosures.
- Reading the other information in the Annual Report to identify material inconsistencies, if any, with the Sustainability Statement.
- Considering whether the disclosures provided to address the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation) for each of the environmental objectives, reconcile with the underlying records of the Company and are consistent or coherent with the Sustainability Statement, appear reasonable, in particular whether the eligible economic activities meet the cumulative conditions to qualify as aligned and whether the technical screening criteria are met, and whether the key performance indicators disclosures have been defined and calculated in accordance with the Taxonomy delegated acts, and comply with the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation), including the format in which the activities are presented.

- Considering the overall presentation, structure and fundamental qualitative characteristics of information (relevance and faithful representation: complete, neutral and accurate) reported in the Sustainability Statement, including the reporting requirements provided for in Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).
- Considering, based on our limited assurance procedures and evaluation of the evidence obtained, whether the Sustainability Statement as a whole, is free from material misstatements and prepared in accordance with the ESR5.

Communication

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the assurance engagement and significant findings that we identify during our assurance engagement.

Amsterdam, February 18, 2026

EY Accountants B.V.

Signed by J. Niewold

Other Information

Preference shares

At December 31, 2025, the Company's authorized capital consisted of 160,000,000 ordinary shares, nominal value € 0.01 per share, and 160,000,000 preference shares, nominal value € 0.01 per share.

No preference shares were outstanding at December 31, 2025.

In April 2000, the foundation "Stichting Continuïteit BE Semiconductor Industries" (the "Foundation") was established. The Foundation is an independent legal entity and is not owned or controlled by any other legal person. The purpose of the Foundation is to safeguard the interests of the Company, the enterprise connected therewith and all the parties having an interest therein and to exclude as much as possible influences which could threaten, among other things, the Company's continuity, independence and identity. The aim of the preference shares is, amongst other things, to provide a protective measure against unfriendly take-over bids and other possible unsolicited influences that could threaten the Company's continuity, independence and identity, including, but not limited to, a proposed resolution to dismiss the Supervisory Board or the Board of Management. The issue of preference shares would enable the Company to consider its position in the then-existing circumstances.

By agreement of May 19, 2008 between the Company and the Foundation, which replaced a similar agreement dated April 19, 2002, the Foundation has been granted a call option pursuant to which it may purchase a number of preference shares up to a maximum of the number of outstanding ordinary shares at the time of exercise of the option minus one.

The Company has also granted to the Foundation the right to file an application for an inquiry into the policy and conduct of the business of the Company with the Enterprise Chamber of the Amsterdam Court of Appeal ("*Ondernemingskamer*"). The Company believes that this may be a useful option in the period before the issuance of preference shares, without causing a dilution of the rights of other shareholders at that stage.

The members of the board of the Foundation are W.L.J. Bröcker (Chair), J.N. de Blécourt, D.J. Dunn, T. de Waard and B. Nauta. Except for Mr De Waard and Mr Dunn who are former Supervisory Board members, none of the other members of the board of the Foundation are connected to the Company. The Foundation therefore qualifies as an independent legal entity within the meaning of section 5:71 paragraph 1 sub c of the Dutch Financial Supervision Act ("*Wet op het financieel toezicht*").

Appropriation of the result

The Articles of Association provide that the Company can only distribute profits from its free distributable reserves. The Board of Management, with the approval of the Supervisory Board, will propose to the Annual General Meeting of Shareholders to determine the total dividend over 2025 at € 1.58 per ordinary share, amounting to a total of € 125.3 million. The Board of Management proposes to allocate the part of the net income for the year 2025 remaining after payment of the dividend to the retained earnings. The Supervisory Board has approved this proposal.

The General Meeting of Shareholders approved the 2024 statutory financial statements on April 23, 2025.



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