

**AIXTRON SE**

**Articles of Association**

as amended by the Resolution of the Supervisory Board dated January 23, 2024

CONVENIENCE TRANSLATION

**I. GENERAL PROVISIONS**

**§ 1**

**Company Name, Registered Office, Duration**

1. The Company is registered under the name:  
  
AIXTRON SE.
2. The registered office of the Company is Herzogenrath, Germany.
3. The duration of the Company is unlimited.

**§ 2**

**Purpose**

1. The purpose of the Company is the manufacture and sale of products as well as research and development and services for implementing semiconductor technologies and other physicochemical technologies, particularly those bearing the AIXTRON trademark.
2. The Company may conduct all transactions that are suitable for promoting the Company's purpose indirectly and directly. The Company may establish branch offices in Germany and abroad, acquire equity interests in other companies in Germany and abroad as well as purchase or form such companies.

The purpose of subsidiaries and associated companies may differ from the purpose referred to in clause 1 above provided that it seems suitable for promoting the purpose of the Company.

The Company may outsource all or part of its operations to affiliates.

**§ 3****Notices and Information**

1. The Company's notices will be published in the electronic Bundesanzeiger (Federal Gazette), unless otherwise required by law.
2. Information intended for the holders of listed securities of the Company may also be transmitted electronically.

**II. SHARE CAPITAL AND SHARES****§ 4****Share Capital**

1. The Company's share capital is EUR 113,411,020.00 (in words: one hundred and thirteen million four hundred and eleven thousand and twenty euros). It is composed of 113,411,020 no-par value registered shares. The share capital in the amount of EUR 100,667,177.00 (in words: one hundred million six hundred sixty-seven thousand one hundred seventy-seven euros) has been contributed through the conversion of the corporate form of AIXTRON Aktiengesellschaft into AIXTRON SE.
- 2.1 The Executive Board is authorized, to increase, with the approval of the Supervisory Board, the share capital on one occasion or in partial amounts on several occasions in the period ending on May 24, 2027, by up to a total of EUR 41,450,000.00 against cash and/or non-cash contributions by issuing new registered no-par value shares (Authorized Capital 2022). In the case of cash contributions, the new shares may also be handed over by the Executive Board, with the approval of the Supervisory Board, to one or more banks or any other company meeting the requirements of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG), subject to the obligation to offer them exclusively to the shareholders for subscription (indirect subscription right). In principle, the shareholders shall be granted a subscription right. However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right,

- to exclude fractional amounts from the subscription right;
- if the capital increase is made against cash contributions and the issue price of the new shares is not significantly lower than the stock market price of the shares already listed at the time of final determination of the issue price, which should be as close as possible to the time of placement of the shares. The number of shares issued under exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10 percent of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. Shares issued or to be issued on the basis of bonds with warrants and/or convertible bonds shall be included in this figure if the bonds are issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 AktG to the exclusion of subscription rights; furthermore, shares issued or sold during the term of this authorization in direct or analogous application of Section 186 (3) sentence 4 AktG shall be included in this figure;
- to the extent necessary to grant holders or creditors of option and/or conversion rights or corresponding option and/or conversion obligations under bonds issued or to be issued by the Company and/or by companies controlled by the Company or in which the Company directly or indirectly holds a majority interest a subscription right to the extent to which they would be entitled after exercising their option and/or conversion right or after fulfillment of the option and/or conversion obligation;
- if the capital increase is made against contributions in kind, for the granting of shares in connection with business mergers or for the purpose of acquiring companies, parts of companies, interests in companies or other assets including claims against the Company or third parties or release from liabilities;
- to issue new shares up to a proportionate amount of the share capital totaling EUR 3,398,760.00 as employee shares to employees of the Company or affiliated companies within the meaning of Sections 15 et seq. German Stock Corporation Act (AktG).

The Executive Board shall also be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions for issuing shares. The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective utilization of the Authorized Capital 2022 or after the expiry of the authorization period.

This authorization is limited to the extent that, after exercise of the authorization, the total shares issued under this authorized capital with exclusion of subscription rights may not exceed 10 percent of the share capital existing at the time the authorization takes effect or - if this value is lower - at the time the authorization is exercised. This 10 percent limit shall also include treasury shares sold during the term of the above authorization with exclusion of subscription rights and shares issued during the term of the above authorization with exclusion of subscription rights from any other authorized capital; it shall also include shares issued as a result of the exercise of option and/or conversion rights or option/conversion obligations attached to bonds, insofar as the associated bonds are issued during the term of this authorization with exclusion of subscription rights.

2.2 "cancelled"

2.3 "cancelled"

2.4 The share capital is conditionally increased by up to EUR 15,000,000.00 by issuing up to 15,000,000 new registered no-par value shares (Conditional Capital 2022). The conditional capital increase shall only be carried out to the extent that the holders or creditors of bonds with warrants and/or convertible bonds, profit participation rights and/or participating bonds (or combinations of these instruments) with option and/or conversion rights or option and/or conversion obligations or tender rights of the Company, which the Company or companies controlled by the Company or companies in which the Company directly or indirectly holds a majority interest have issued by May 24, 2027 on the basis of the authorization resolution of the Annual General Meeting of May 25, 2022, make use of their option or conversion rights from these bonds or fulfil their obligations to exercise their option or conversion rights, or to the extent that the Company chooses this, to grant no-par value shares of the Company instead of payment of a cash amount due, either in whole or in part, and to the extent that no cash settlement is granted or treasury shares or shares of another listed company are used for servicing. The new shares shall be issued at the option or conversion price to be determined in accordance with the aforementioned authorization resolution. The new shares shall participate in the profits from the beginning of the financial year in which they are created; to the extent legally permissible, the Executive Board may, with the consent of the Supervisory Board, determine the profit participation of new shares in deviation from this also for a financial year that has already expired. The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

2.5 "cancelled"

2.6 "cancelled"

- 2.7 The Company's share capital is conditionally increased by up to EUR 66,000 by issuing up to 66,000 new no-par value registered shares (Conditional Capital II 2012). The Conditional Capital II 2012 serves the purpose of securing subscription rights arising from share options which are issued by the Company under the Stock Option Plan 2012 until and including May 15, 2017, based on the authorization granted by the General Meeting on May 16, 2012. The conditional capital increase will only be implemented to the extent that the holders of such share options will exercise their option rights and the Company does not grant treasury shares or cash compensation in fulfillment of the share options. The new shares will participate in the profits from the beginning of the fiscal year in which they are issued.
- 2.8 The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective amount of the capital increase from authorized and conditional capital.

## **§ 5**

### **Dividend Rights**

In the case of a capital increase, the profit participation of the new shares can be determined differently from section 60 of the Aktiengesetz (German Stock Corporation Act).

## **§ 6**

### **Classes of Shares**

1. The shares are registered shares.
2. If, as part of an increase in capital, the resolution makes no provision as to whether shares are to be bearer shares or registered shares, they will be registered shares.
3. The Executive Board, with the approval of the Supervisory Board, determines the type of share certificates as well as the coupons and renewal coupons. The same applies to interim certificates, bonds, interest coupons and warrants.

4. The Company may issue share certificates representing multiples of shares (global shares). The right of shareholders to the certification of their shares is excluded.
5. Renewal coupons and coupons shall be attached to the shares.

### **III. CONSTITUTION OF THE COMPANY**

#### **§ 7**

##### **Corporate Bodies**

The Company's corporate bodies are:

- the Executive Board,
- the Supervisory Board,
- the General Meeting.

##### **A. Executive Board**

#### **§ 8**

##### **Executive Board**

1. The Company's Executive Board is comprised of two or more persons. The Supervisory Board determines the number of Executive Board members. The appointment of deputy Executive Board members is permitted. The members of the Executive Board are appointed for a maximum period of six years. Reappointments are permissible.

2. The Supervisory Board can delegate the conclusion, amendment, and termination of employment contracts to a Supervisory Board committee.
3. The Supervisory Board can appoint a member of the Executive Board as the Chair or the Spokesperson of the Executive Board and additional members of the Executive Board as Deputy Chairs or Deputy Spokespersons.

## **§ 9**

### **Legal Representation**

1. The Company is legally represented by two members of the Executive Board or by one member of the Executive Board acting jointly with a Prokurist (authorized officer). The Supervisory Board can grant individual Executive Board members power of sole representation.
2. The Supervisory Board can also exempt individual Executive Board members from the restrictions imposed by Section 181, second alternative, of the BGB (German Civil Code) (Multiple Representation).

## **§10**

### **Management**

1. The Executive Board conducts the business of the Company in accordance with the law and the Articles of Association. It will pass by-laws for itself by a unanimous resolution of its members and with the approval of the Supervisory Board.
2. The Executive Board requires the prior consent of the Supervisory Board in order to conduct the following business transactions or take the following measures:
  - establishing, acquiring, disposing of, especially in the form of sale, cession or closure of establishments, subsidiaries, affiliated companies and interests in other enterprises if, in the individual case, an amount of EUR 500,000 is exceeded;



- commencing, materially restricting or abandonment of fields of activity of the Company;
- acquiring and selling real property and rights equivalent to real property, dispositions over such properties and rights and corresponding transactions resulting in obligations to make such dispositions;
- conclusion, amendment and termination of important license contracts or cooperation contracts which involve an economic risk of more than EUR 1,000,000 for AIXTRON SE or its group companies;
- appointment of Prokurists (authorized officers), general agents and representatives for the entire business operations.

The Supervisory Board can condition other business transactions to its consent.

The Supervisory Board can issue the consent for specific business transactions in advance or in the context of approving the business planning.

## **B. Supervisory Board**

### **§ 11**

#### **Supervisory Board, Composition, Election, Term of Office**

1. The Supervisory Board consists of 6 (six) members.
2. The appointment of the Supervisory Board occurs for the period of time until the end of the General Meeting resolving on the approval of actions for the fourth fiscal year after the commencement of the term of office, the fiscal year in which the appointment occurs not being taken into account; however, the longest term is six years. The General Meeting may resolve a shorter term of office. Repeated appointment is permissible.

3. Substitute members can be elected for Supervisory Board members who have been elected by the General Meeting. The term of office of a substitute member taking the place of a retired member ends at the end of the General Meeting in which a supplementary election for the remaining term of the retired member takes place, but no later than the end of the retiring member's term of office.

## § 12

### **Resignation from Office**

Any member of the Supervisory Board may resign from office by addressing a statement to the Chair of the Supervisory Board or the Executive Board, giving one month's notice.

## § 13

### **Chair of the Supervisory Board**

The Supervisory Board elects a Chair and a Deputy from among its members. If in the course of an electoral period, the Chair or the Deputy Chair retire from their posts, the Supervisory Board must immediately hold an election for the remainder of the term of the retiree.

## § 14

### **Meetings**

The meetings of the Supervisory Board are convened in writing by the Chair, or - if he/she is unable to attend - by the Deputy, giving 14 days' notice. When calculating the period of notice required, the day on which the invitation was sent, and the day of the meeting are not included in the period. The invitation must indicate the individual items on the agenda. In urgent cases, the period of notice for convening a meeting can be reduced to 3 (three) business days and the invitation can be issued verbally, by fax, telephone, or email.

## § 15

### Resolutions

1. The agenda must be announced at the time the meeting is convened. Resolutions on agenda items not duly announced in the invitation are only permitted if no Supervisory Board member present objects. In such cases, absent Supervisory Board members must be given the opportunity to object to the resolution within an appropriate period to be determined by the Chair, or - if he/she is unable to attend - by the Deputy, or to submit their vote in writing. The resolution shall only take effect if the absent Supervisory Board members do not object to it within this period or if they vote in favor of it.
2. Resolutions of the Supervisory Board are passed at meetings. In exceptional, justified cases, members of the Supervisory Board may also participate in meetings of the Supervisory Board and its committees by telephone or video conferencing with the approval of the Chair, or - if he/she is unable to attend - by the Deputy. Supervisory Board members who do not participate in the meeting in accordance with clause 2, sentence 2 above, may vote in the resolutions of the Supervisory Board and its committees by submitting a written vote (also by fax) to the Chair of the meeting. Apart from meetings, resolutions of the Supervisory Board are only permitted by way of votes cast in writing, by fax, telephone, or e-mail or by way of a combination of these aforementioned means of communication, if no member of the Supervisory Board objects to this procedure.
3. The Supervisory Board is quorate if two thirds of its members in accordance with Section 11 (1) of the Articles of Association take part in the resolution. If the Supervisory Board only consists of three members, all three members are required to take part in the resolution.
4. The resolutions of the Supervisory Board require a majority of the votes cast. Abstentions are not counted as votes. In the event of a tie, the Chair of the meeting has the casting vote. The Chair of the meeting will determine the type of voting procedure to be followed. These provisions apply accordingly to votes cast in writing, or by telephone, fax, or e-mail.
5. Minutes must be taken of Supervisory Board meetings and must be signed by the Chair of the meeting. The minutes taken on resolutions passed in writing, or by telephone, fax, or e-mail must be signed by the Chair of the Supervisory Board, or - if he/she is unable attend - by the Deputy.

## § 16

### Committees

1. The Supervisory Board is authorized and, if prescribed by law, required to form committees of its members and to draw up by-laws establishing their responsibilities and powers. The Supervisory Board can also, if permitted by law, assign decision- making powers to the committees.
2. Declarations of intent by the Supervisory Board and its committees are submitted by the Chair on behalf of the Supervisory Board, or - if he/she is unable attend - by the Deputy.

## § 17

### Tasks/Remuneration of the Supervisory Board

1. The Supervisory Board supervises the management activities of the Executive Board.
2. The Supervisory Board shall draw up by-laws for itself.
3. In addition to the reimbursement of expenses (including any value added tax payable on their Supervisory Board remuneration or expenses), the members of the Supervisory Board will receive an annual remuneration in an amount of EUR 60,000.00, with the Chair receiving triple this amount and the Deputy Chair one and a half times this amount. The chair of the Audit Committee will receive an additional annual remuneration of EUR 20,000.00.
4. Members of the Supervisory Board, who are members of the Supervisory Board or who chair or deputy chair the Supervisory Board or the Audit Committee for only part of the fiscal year, shall receive remuneration on a pro rata basis, i.e. one twelfth of the remuneration pursuant to Section 17 (3) above for each month of corresponding activity on the Supervisory Board.
5. The Company also pays the insurance premiums for the members of Supervisory Board for liability and legal insurance to cover liability risks arising from their activities for the Supervisory Board, as well as the insurance tax payable on these.

**C. General Meeting**

**§ 18**

**General Meeting**

The Company's General Meetings take place either at the Company's registered office or a German city with over 100,000 residents.

**§ 19**

**Convening the General Meeting**

The General Meeting is convened by the Executive Board or by the Supervisory Board. The General Meeting must be convened at least 30 days prior to the date of the meeting. The minimum notice period under sentence 2 is extended by the days of the registration period (Section 20 (2) sentence 1).

**§ 20**

**Attendance of the General Meeting**

1. Those shareholders whose names are entered in the share register on the date of the General Meeting and who have registered for attendance in a timely manner shall be entitled to attend in such General Meeting and to exercise their voting rights.

2. Such registration for attendance must be received at the Company under the address notified for this purpose in the call for the meeting in German or English in text form (written but no signature being required) or, if so resolved by the Executive Board, electronically in a manner determined in the call for the General Meeting, at least six days prior to the General Meeting, the date of the General Meeting and the date of receipt not counting as part of this period (registration period). Cancellations and new registrations in the share register shall not take place on the date of the General Meeting and during the last six days prior to the General Meeting.
3. The details regarding registration will be announced together with the call for the General Meeting.
4. The Executive Board is authorized to provide that shareholders may attend the General Meeting without being present at its venue and without a proxy and can exercise all or individual rights they have in whole or in part by means of electronic communication (online attendance). The Executive Board is also authorized to make decisions regarding the scope and the process for participating and exercising rights under sentence 1. The decisions will be announced together with the call for the General Meeting.
5. For a period of two years from the entry of the amendment to the Articles of Association resolved by the General Meeting on May 17, 2023, and to introduce this clause 5 in the company's commercial register, the Executive Board is authorized to provide that the General Meeting will be held without the physical presence of the shareholders or their authorized representatives at the location of the General Meeting (virtual General Meeting). In the case of the virtual General Meeting, Section 18 of the Articles of Association does not apply. The members of the Board of Management and the Supervisory Board shall attend the General Meeting at the location of the General Meeting. Members of the Supervisory Board, in consultation with the Chairman of the Supervisory Board, may participate in the General Meeting by means of video and audio transmission in cases in which they would not be able to physically attend the General Meeting or would only be able to do so with considerable effort due to legal restrictions, their stay abroad or their stay elsewhere in Germany or due to an unreasonable travel time.

## **§ 21**

### **Chairing the General Meeting**

1. The General Meeting is chaired by the Chair of the Supervisory Board, or by the Deputy if the Chair is unable to attend. If neither the Chair nor the Deputy chairs the meeting, it will be chaired by the most senior member of the Supervisory Board (in terms of service) present.
2. The chair of the General Meeting may change the sequence of topics to be discussed so that it differs from the original agenda. In addition, he/she shall decide on the type and form of voting.

3. The chair of the General Meeting may restrict the right of shareholders to speak and to ask questions to an appropriate amount of time. In particular, the person presiding over the General Meeting may determine an appropriate time frame for the course of the entire General Meeting, for individual items on the agenda and for questions and contributions by the shareholders.
4. The chair of the General Meeting is authorized to permit the transmission in pictures and sound of the General Meeting in whole or in part in a manner to be determined in more detail by the chair of the meeting. The transmission can also take place in a form to which the public has unrestricted access.

## **§ 22**

### **Resolutions**

1. Resolutions of the General Meeting are passed by a simple majority of the votes cast, except when provided otherwise by the Articles of Association or mandatory statutory provisions. Insofar as the statutory provisions require that resolutions be passed by a majority of the share capital represented at the time of resolution, a simple majority of the represented capital is sufficient, as far as this is legally permissible. Resolutions regarding amendments to the Articles of Association, except when provided otherwise by statutory provisions, require a majority of two thirds of the votes cast or, if at least one half of the share capital is represented, a simple majority of the votes cast.
2. If a simple majority is not achieved in the first ballot by the General Meeting, an additional ballot will be held in which take part the two people who have received the highest number of votes in the first ballot.

## § 23

### Voting Rights

1. Each no-par value share grants one vote at General Meetings. Any preferred shares without voting rights only have voting rights in the cases provided for by law, in this case, each no-par value share also grants one vote.
2. The voting right can be exercised by proxy. The grant of proxy, its revocation and proof of proxy for the Company requires the text form. A less strict form can also be defined in the call for a meeting. The Company will provide at least one method of electronic communication for transmitting proof. Further details will be announced together with the call for the General Meeting. Section 135 of the German Stock Corporation Act (AktG) remains unaffected.
3. The Executive Board is authorized to provide that shareholders can cast their votes in writing or by means of electronic communications (absentee ballot) even without attending the meeting. The authorization includes the right to make decisions about the procedure. The decisions will be announced together with the call for the General Meeting.

## IV. ANNUAL FINANCIAL STATEMENTS, PROVISIONS, APPROPRIATION OF PROFITS

## § 24

### Fiscal Year

The fiscal year is the calendar year.



**§ 25****Annual Financial Statements, Ordinary General Meeting, Appropriation of Profits**

1. The Executive Board shall prepare the annual financial statements as well as the management report for the previous fiscal year and present them to the Supervisory Board within the first 3 (three) months of each fiscal year. If the annual financial statements must be audited by an auditor, these documents shall be submitted to the Supervisory Board along with the auditor's report immediately after the receipt of the auditor's report.
2. At the same time, the Executive Board shall submit to the Supervisory Board its proposal for the appropriation of the net profit that will be presented to the General Meeting.
3. The Supervisory Board is required to examine the annual financial statements, the management report, and the proposal for the appropriation of the net profit within one month of receiving the auditor's report. The Supervisory Board's report shall be submitted to the Executive Board.
4. After receiving the Supervisory Board's report regarding the result of its examination, the Executive Board shall immediately convene the Ordinary General Meeting, which must take place within the first 6 (six) months of every fiscal year.
5. The Ordinary General Meeting resolves on the approval of the activities of the Executive Board and the Supervisory Board as well as on the appropriation of the net profit. In addition, the General Meeting resolves on the choice of the auditor and, in the cases provided for by the law, on the adoption of the annual financial statements.

**V. AUTHORITY OF THE SUPERVISORY BOARD TO AMEND THE ARTICLES OF ASSOCIATION, FORMATION EXPENSES, PLACE OF JURISDICTION, SPECIAL BENEFITS****§ 26****Amendments to the Wording of the Articles of Association**

The Supervisory Board is authorized to resolve amendments and additions to the Articles of Association that only concern the formal wording.

## **§ 27**

### **Costs**

1. The Company will bear the formation costs and taxes up to a maximum amount of DM 100,000.00.
2. The Company assumes the expense for establishing itself with regard to the conversion of corporate form of AIXTRON AG into AIXTRON SE, in particular the costs of the preparatory measures, the costs for examining and preparing the certificate on value by the court appointed expert in accordance with Section 37 (6) SE Regulation, the costs for notarizing the conversion plan, the costs for register entries , the costs of external advisors, the costs for required publications, the costs for conducting the process for regulating the employees' shares and the costs for converting stock exchange listings for the AIXTRON AG shares to AIXTRON SE shares in an estimated amount of up to EUR 1,000,000.00.

## **§ 28**

### **Place of Jurisdiction**

The Company's registered office is the place of jurisdiction.

## **§ 29**

### **Special Benefits**

The following is pointed out in the context of the conversion of corporate form of AIXTRON AG into AIXTRON SE due to reasons of precaution:

Notwithstanding the decision-making competence of the AIXTRON SE Supervisory Board under Stock corporation law, it must be assumed that the present members of the AIXTRON AG Executive Board will be appointed members of the AIXTRON SE Executive Board. The members of the AIXTRON AG Executive Board are Paul K. Hyland, Dr. Bernd Schulte and Wolfgang Breme.

Furthermore, the then current members of the AIXTRON AG Supervisory Board at the time the conversion of AIXTRON AG into AIXTRON SE takes effect are supposed to be appointed members of the AIXTRON SE Supervisory Board (see Section 11 (3)).

CONVENIENCE TRANSLATION