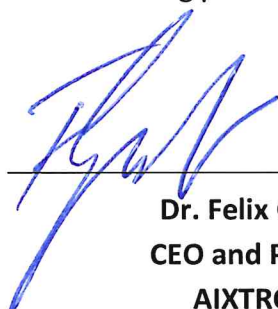


AIXTRON's group wide Code of Ethics

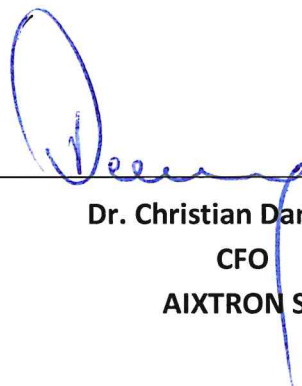
Dear colleagues,

AIXTRON's image and reputation are crucial factors in determining our long-term success. We are therefore committed to executing all of our business transactions in an ethically and legally manner. The finance department has particularly important responsibilities in this respect, including when it comes to meeting our financial reporting disclosure obligations, to dealing with possible conflicts of interest and handling insider information.

This Code of Ethics (CoE) sets out important principles and rules that are intended to assist us in finding appropriate answers to the ethical and legal questions that may arise in our daily business and decision-making processes.



Dr. Felix Grawert
CEO and President
AIXTRON SE



Dr. Christian Danning
CFO
AIXTRON SE

COMPLIANCE GUIDELINES



AIXTRON

1. Applicability and binding nature – for whom and why?

This CoE is addressed to the members of the Executive Board and Executive Committee of AIXTRON SE ("AIXTRON") and to those employees appointed by the Executive Board who bear particular responsibilities in the finance department and those employees responsible for reporting financial results. We have a duty to act as role models for our employees and bear particular responsibilities for finance-related topics at AIXTRON. These responsibilities also involve special obligations, particularly in respect to legally compliant accounting, financial reporting, and the correct handling of conflicts of interest and insider information.

In view of this, we not only adhere to the CoE but also comply with and follow all other statutory and regulatory requirements and in-house compliance rules and regulations, such as AIXTRON's Compliance Manual and AIXTRON's Code of Conduct.

2. Purpose and objective

This CoE represents a key instrument within our extensive Compliance Management System at AIXTRON Group and we aim to work together:

- To promote **lawful and correct conduct** and **compliance with applicable laws, regulatory requirements, and in-house compliance regulations**
- To **deal honestly** with conflicts of interest between the company's interests and any colliding private interests
- To handle insider information in **compliance with legally and regulatory requirements** and in **correct conduct towards binding in-house regulations**
- To **merit the trust** placed in the company by investors, employees, the press, and other stakeholders, by publishing our quarterly and annual reports punctually and in a complete, extensive, with legally conformity and comprehensible manner
- To provide Executive Board and Executive Committee members and employees responsible for finance with **binding guidelines** in their own interests and to point out and clearly present legal risks
- To promote **compliance with this CoE**
- To encourage all involved to ensure that any **infringements** of this CoE are **reported internally and without delay**
- To **avert damage** to the company or the reputation of AIXTRON
- To enter into an **open dialog** with our employees on compliance-related topics, particularly as applicable to finance.

COMPLIANCE GUIDELINES



3. Lawful and correct conduct consistent with compliance regulations

3.1 Compliance with applicable laws, requirements, regulations, and this Code of Ethics

Lawful and correct conduct has to be based on compliance with all applicable laws, regulatory requirements, and in-house compliance regulations. Given our specific responsibilities for finance-related topics, this principle is particularly applicable to financial reporting disclosure obligations and auditing. We, the members of the Executive Board and executive committee of AIXTRON and finance managers, are all personally responsible for ensuring that our individual actions are consistent with legal requirements and to this CoE.

3.2 Handling conflicts of interest

What is a conflict of interest and when might I be confronted with one?

Conflicts of interest arise whenever our own personal and private interests collide with AIXTRON's commercial and business interests or may influence your obligations towards AIXTRON. Potential conflicts of interest are also relevant here, i.e. cases in which such conflict might potentially arise or create the impression of a conflict of interest (also at a later point in time).

What is the appropriate way to deal with conflicts of interest?

The best way is to deal honestly and transparent with conflicts of interest of this nature. We always disclose current and potential conflicts of interest to the Compliance Office, which afterwards decides on the approach to be taken. If the situation involves an Executive Board member (who, for example, would like to assume a secondary activity on a Supervisory Board outside the group of companies), then the Chairman of the Supervisory Board, Audit Committee and other members of the Executive Board must be informed. Where necessary, AIXTRON upholds confidentiality concerning the nature of the circumstances communicated.

(→ You can find further information about aspects of handling of interest in our Compliance Code of Conduct as well as the Compliance Manual)

3.3 Our reporting: complete, fair, correct, comprehensible, with legally conformity and punctual

Our objective: Create trust and promote transparency

We earn the trust placed in us by our business partners, employees, the financial markets, the general public and other stakeholders by ensuring the credible, punctual, and correct disclosure and publication of our quarterly and annual reports. Integrity and transparency are key factors in gaining the confidence of stakeholders. Furthermore, in our dealings with the authorities (e.g. Federal Financial Supervisory Authority [BaFin], Company Register, Federal Office for Economic Affairs and Export Control [BAFA]), we submit reports that are prepared legally and correctly and to the best of our knowledge. These are also reviewed by the authorities and third parties.

COMPLIANCE GUIDELINES



AIXTRON

Accordingly, the requirements for our external communications as presented here and in other compliance regulations issued by AIXTRON are applicable to:

- Public announcements
- Financial statements, company balance sheets, and financial reporting
- Communication of information pertaining to AIXTRON to the authorities.

We are obliged to ensure that the financial statements of the AIXTRON Group and our public reporting are based on suitable data and facts and provided in comprehensible as well with legal conformity. To meet this obligation, we establish effective disclosure procedures and efficient internal control system within our respective areas of responsibility. We also communicate the internal control systems and procedural instructions used in our financial reporting. Furthermore, we comply with the disclosure requirements and internal control procedures applicable to AIXTRON. The high standards governing our information policies also assist us in our internal activities. After all, even on management level, our decisions are frequently taken on the basis of our reports.

The quality of our **company's external financial communications** is therefore assessed by reference to the following criteria:

- Punctuality and compliance with deadlines
- Comprehensibility
- Transparency
- Completeness and integrity
- Compliance with legal and regulatory requirements
- Accuracy of the information communicated.

3.4 Handling of inside information

Particular care is required with **insider information**, i.e. information that may influence the AIXTRON's share price. We publish such information with legal conformity without delay (ad-hoc reporting). Insider information is included, for example, in **annual and quarterly reports that have not yet been published as well as information about future key transactions, contracts or customers**. Our reports may have significant implications for AIXTRON's share price and so to the stock markets. Even if you do not reveal any details prior to publication, you are nevertheless not permitted to make any general trading recommendations on the basis of our unpublished reports. Whether your trading recommendations refer to shares in AIXTRON or to shares in third-party companies (such as competitors) makes no difference in this respect. This means that we deal discreetly with the data known to us from unpublished reports as well as other sources and do not pass on this information either explicitly or indirectly to unauthorized employees or third parties. **We treat AIXTRON's business and trade secrets confidentially.** This too is an important aspect of credible and transparent reporting and communication. (→ You can find further information

COMPLIANCE GUIDELINES



AIXTRON

about the prohibition on insider trading in our Compliance Code of Conduct, the Compliance Manual as well as AIXTRON's Insider Policy)

4. What consequences do infringements of these rules involve?

AIXTRON does not tolerate any infringements of the law, regulatory requirements, or our in-house compliance regulations. Infringements of this CoE are by no means merely trivial; they may be punished with substantial fines on the company and employees. Moreover, labor law consequences are also possible. Executives at AIXTRON may also be held responsible if they fail to detect any infringements in this respect and such failure is due to inadequate supervision of the employees in their areas of responsibility. The Compliance Office is on hand at all times to assist you with any concerns, doubts, or questions you may have. We expect you to inform us about any violations of the CoE and/or other compliance rules and regulations, as well as about any legal, regulatory requirements we are required to meet as soon as you gain awareness of such. Our contact details for advice and assistance, as well as for reporting any infringements, are:

Compliance Office at AIXTRON Group: compl-office@aixtron.com

5. Amendments to and exemptions from this Code of Ethics

Amendments and exemptions for members of Executive Board and Executive Committee and key finance managers in respect of this CoE may only be made with the approval of the Supervisory Board. Formal amendments or exemptions may be required in the event of any material variances from any requirements of this CoE. Any such amendments or exemptions for an Executive Board member or key finance manager have to be disclosed in AIXTRON's subsequent annual report.

AIXTRON's group-wide Code of Ethics Acknowledgement

I have read AIXTRON's group-wide Code of Ethics (Revision 7) and, to the best of my knowledge, can confirm compliance with the regulations set out herein in my area of responsibility.

(Date, legal entity, function, name [legible], and signature)