

## **Declaration of Conformity**

In accordance with Section 161 German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of AIXTRON SE declare:

AIXTRON SE meets all recommendations of the Government Commission on the German Corporate Governance Code (Regierungskommission "Deutscher Corporate Governance Kodex") published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official portion of the German Federal Gazette (Bundesanzeiger), in the version dated May 5, 2015, with the exception of the deviations declared below:

### **Consideration of the relationship between the remuneration of the Executive Board and the remuneration of senior management and staff overall, even in terms of its development over time (Section 4.2.2 (2) Sentence 3 German Corporate Governance Code (DCGK))**

The German Corporate Governance Code (DCGK) recommends in Section 4.2.2 (2) Sentence 3 that the Supervisory Board should take into account the relationship between the remuneration of the Executive Board and senior management and staff overall, even in terms of its development over time, when determining the total remuneration of individual members of the Executive Board, with the Supervisory Board specifying how senior management and the relevant staff are to be differentiated for the comparison. The Supervisory Board did not explicitly specify at the time of the conclusion of the current contracts with the Executive Board how senior management and the relevant overall staff are to be differentiated from the Executive Board. The relationship between the remuneration of the Executive Board and the remuneration of senior management and the relevant overall staff, however, is used as a basis to assess the appropriateness of the remuneration of the Executive Board pursuant to Section 4.2.2 (2) Sentence 2 DCGK.

### **Upper limits for remuneration of the Executive Board (Section 4.2.3 (2) Sentence 6 DCGK)**

The German Corporate Governance Code (DCGK) recommends in Section 4.2.3 (2) Sentence 6 that the amount of the remuneration of the Executive Board members as a whole and with respect to its performance-based salary components be capped. The total remuneration of Executive Board members at AIXTRON SE includes both a fixed salary and various performance-based salary components. The performance-based remuneration is limited to a maximum of EUR 6.5 million with respect to the performance-based bonus for the entire Executive Board. Half of the performance-based remuneration is awarded in the form of Company stock options. The amount of the respective stock option is subject to the aforementioned upper limit at the time of its awarding. In this respect, the recommendation has been complied with. The shares are only transferred to the entitled recipient three years after being awarded. Within this time frame, the members of the Executive Board benefit to an

unlimited extent from the potential rise in the price of the shares, which may be viewed as a deviation from the wording of the recommendation. A further limit on the performance-based remuneration with respect to the time of the transfer of the shares does not seem to be in the interests of the parties, since the essential incentive of share-based remuneration – to work toward increasing corporate value – would be counteracted and the Executive Board members would be placed at a disadvantage above such an upper limit in the event of a further increase in the stock price. An upper limit in terms of amounts for the total remuneration is thus not explicitly included in the current contracts for the Executive Board members.

### **Control limit for length of term on the Supervisory Board and age limit for members of the Supervisory Board (Section 5.4.1 (2) DCGK)**

In Section 5.4.1 (2) DCGK, it is recommended that the Supervisory Board specify concrete objectives for its composition, while considering the specifics of the Company, by taking into account a control limit to be defined for the length of term on the Supervisory Board. It is difficult to define an ideal length of term, and in light of the current situation of the Company, the Supervisory Board considers it to be advantageous to maintain the current expertise on the board. This includes, for example, long-standing knowledge of the company and the niche markets on which the company focuses as well as comprehensive knowledge of capital markets and finance-related topics for a global corporation. Given these factors, the Supervisory Board has not set a regular limit for the length of membership on the Supervisory Board at this time.

Section 5.4.1 (2) DCGK also recommends the specification of an age limit for members of the Supervisory Board. This was set at 70 years in the Supervisory Board's by-laws (Section 2 (7)). This age limit was exceeded with the re-election of Prof. Dr. Rüdiger von Rosen to the Supervisory Board for another year. The Nomination Committee of the Supervisory Board and the Supervisory Board regarded this appointment as justified on account of his special expertise and the profound knowledge about the Company and the AIXTRON Group that he has gained in recent years.

### **Tasks and Authorities of the Supervisory Board Chairman – Audit Committee Chairmanship (5.2 Paragraph 2 of German Corporate Governance Code – DCGK)**

The Supervisory Board elected its former Deputy Chairman, Prof. Dr. Wolfgang Blättchen, to be its Chairman as of March 1, 2017. The election followed the appointment of the former Supervisory Board Chairman, Kim Schindelhauer, as the company's interim Chief Executive Officer and is limited to the duration of Mr. Schindelhauer's appointment to the Management Board. Following this election, as the financial expert on the Supervisory Board, Prof. Dr. Blättchen will continue to act as Chairman of the Audit Committee. The Supervisory Board is convinced that Prof. Dr. Blättchen is particularly eligible to replace Mr. Schindelhauer as Supervisory Board Chairman for the duration of the latter's activity on the Executive Board. In view of the temporary nature of this constellation, the Supervisory Board is convinced that the deviation from Point 5.2 (2) of the Code is acceptable.

With the exception of the aforementioned deviations, AIXTRON SE has fully complied with the recommendations of the DCGK in the version dated May 5, 2015 since the last Declaration of Conformity was submitted in February 2017.

Herzogenrath, March 2017  
AIXTRON SE

For the Executive Board of AIXTRON SE

For the Supervisory Board of AIXTRON SE

*Kim Schindelhauer*  
*Chairman & Chief Executive Officer*

*Prof. Dr. Wolfgang Blättchen*  
*Chairman of the Supervisory Board*