

Declaration of Conformity

In accordance with section 161 German Stock Corporation Act (Aktiengesetz), the Executive Board and the Supervisory Board of AIXTRON AG declare:

The recommendations of the Government Commission of the German Corporate Governance Code (Regierungskommission "Deutscher Corporate Governance Kodex"), published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official section of the electronic Federal Gazette as applicable from time to time, have been complied with since the latest Declaration of Conformity of March 2005, except for sections 4.2.4 and 5.4.5 paragraph 3.

In the future, they will completely be complied with.

Aachen, March 2006

AIXTRON AG

Executive Board

Isl Paul Hyland
Chairman of the Executive Board

Supervisory Board

Isl Kim Schindelhauer
Chairman of the Supervisory Board